

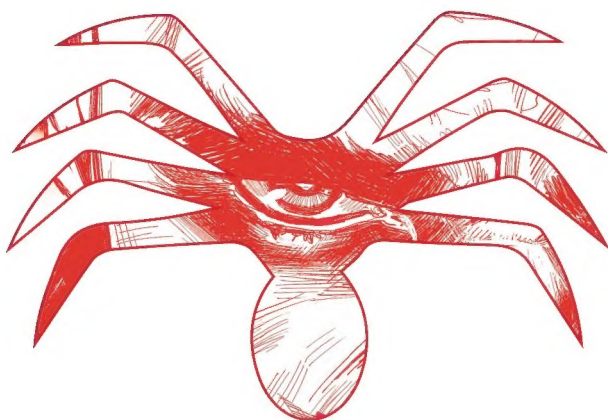
ULTIMATE

MARVEL

January 2025
June 2025

Ultimate Spider-Man 13-18
Ultimate Black Panther 12-17
Ultimate X-Men 11-16
The Ultimates 8-13
Ultimate Wolverine 1-6





13

Twenty years ago, **THE MAKER** prevented a radioactive spider from biting a young **PETER PARKER**. He likewise prevented the creation of any other super heroes and formed a secret council to rule the world from the shadows.

Twelve months ago, **TONY STARK** sent Peter that same radioactive spider along with a picotech suit. Since then, Peter has used the incredible powers granted by the spider's bite to fight crime alongside **GREEN GOBLIN**, a.k.a. **HARRY OSBORN**, co-C.E.O. of **OSCORP**.

Now Peter's wife, children and uncle are all aware that he is the one and only **SPIDER-MAN**—which made Christmas all the more harrowing when Harry's wife, **GWEN STACY**, called **MARY JANE WATSON-PARKER** in a panic about her missing husband...and led MJ to discover that her own husband had been replaced by the highly advanced A.I. in his picotech suit.

Meanwhile, the real Peter and Harry were in the clutches of **KRAVEN THE HUNTER**...

ULTIMATE SPIDER-MAN

CAST:



PETER PARKER
SPIDER-MAN



MJ WATSON-PARKER
PR GURU



RICHARD PARKER
PETER AND MJ'S SON



MAY PARKER
PETER AND MJ'S DAUGHTER



HARRY OSBORN
GREEN GOBLIN



GWEN STACY
HARRY'S WIFE, OSCORP CEO



BEN PARKER
PETER'S UNCLE



J. JONAH JAMESON
BEN'S BUSINESS PARTNER



WILSON FISK
KINGPIN



KRAVEN THE HUNTER
ONE OF THE SINISTER SIX



JANUARY





THWIPP



Whuff!



Well...





Like this?



Thanks. I understand why you do it. To pretend like things are normal, but Dad's been gone almost two months, and it's...it's...

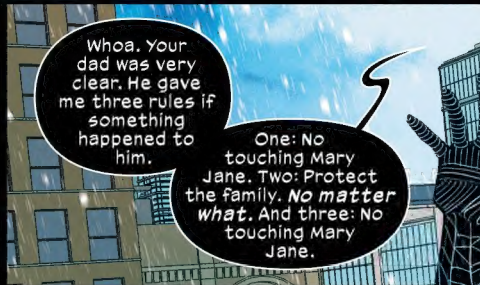
It's a reminder. I'd rather you not pretend when it's just us.

Yeah. Sure. Of course. Your mom said the same thing.



I'm sure she d--

Hey. Wait a minute...I just thought about it and...about Mom. There's not any...



Whoa. Your dad was very clear. He gave me three rules if something happened to him.

One: No touching Mary Jane. Two: Protect the family. *No matter what.* And three: No touching Mary Jane.



Okay...

Good to know.

Yeah.

This is all so... weird.

Sure. That's one word for it.



...
...
I'm just so worried about him.



The Kingdom
of the Mole Man.
Below Staten Island.

How
long have
you had
them?

I ask
because **no
one** likes to be
surprised, Kraven.
And **he** will like it
less than
anyone.

I've had
them long enough
to break them
down--drug them,
beat them, learn
their strengths,
relish in their
weaknesses...

You--and
the others--will
simply have to
endure my
indiscretions.

I tell you,
friend, I
anticipate this
being my
**greatest
hunt.**

Do what
you will. I
don't care.
**Not one
bit.**

But this?
This is you
dragging me into
your **schemes.**
Making me
part of your
plans.

For you
want to do
the deed in my
territory...

...and make
the Mole Man
complicit in
your acts.



Such a minor sin for such a major act. *Don't you know me by now?* I'm not some recreational hunter claiming trophies on the weekend...

...I am a true *predator*. And the hunt must be *pure*.

There must be real risk. The prey must be free...

...and the environment not just to my advantage.

I'm not sure you truly understand what you're asking, Kraven... This is not a *soft* land...

...it is a *savage* one.



Yes. I can see that. The creatures you have down here are remarkable.

They are from a better time, when the world was simple and motivations were pure. *Live or die. Kill or be killed.*

This place is truly a testing ground...



...it is *perfection*.

And it is *mine*.

So I'll say it again: I will decide how it will be used. And by whom.

Well...I see neither of you were paying attention to the *Kingpin* when he spoke...

Because he was very *clear*.



What is
ours...is only ours
at his pleasure...

So the only
question that
matters is, do your
actions *please*
him or *anger*
him?



...
I told you
we were to meet
in secret.

Please. This
wasn't my doing.
I did not invite
Mysterio.

Are you
accusing me of
doing so?

Well?
Did you?



Don't
fight, boys...
this is not on
either of
you...

I simply
come and go
as I please.
Whenever.
Wherever.



I hope you don't
plan to try to
stop me.

Now...
where's the
fun in that?

No.
What I
want...



...is
to see
them.



Don't
you?

...
Yes.



Very well,
comrades...

Follow
me.

Back to the surface.

Can I assume that you keep them sedated?

I did at first, before I got to know them. Then there were other drugs to learn their hidden secrets and their greater truths.

And of course...the occasional bout of physical domination necessary in these captor/captive situations...

...but now I've come up with something more effective.

Bomb collars?

With what looks like a proximity sensor?

Yes.

A different kind of cage for a different kind of animal.

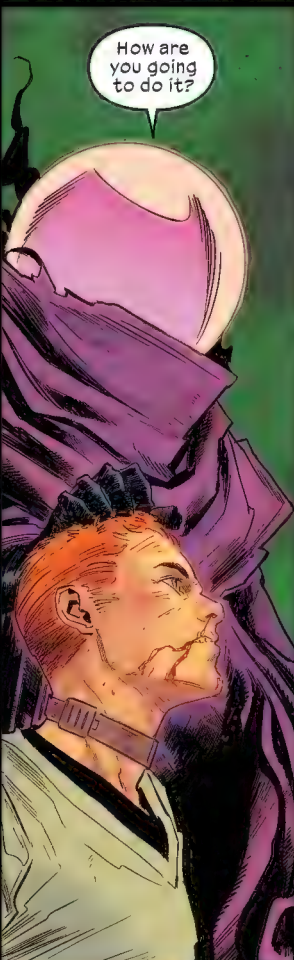
And all this is, what?

A final meal before the hunt?

Of course.

There is a way these things are done.

After all, where's the sport in hunting a starving animal?



How are you going to do it?



I won't lie...my first instinct was to be a loyal soldier. I was going to make them fight each other to the death while we-- the six of us-- looked on.



We would never do that.



Yes. I have to agree.

Especially once I learned that one of you was a physical dynamo and the other was just a weak man in a suit...

It didn't lend itself to the kind of satisfaction I craved.

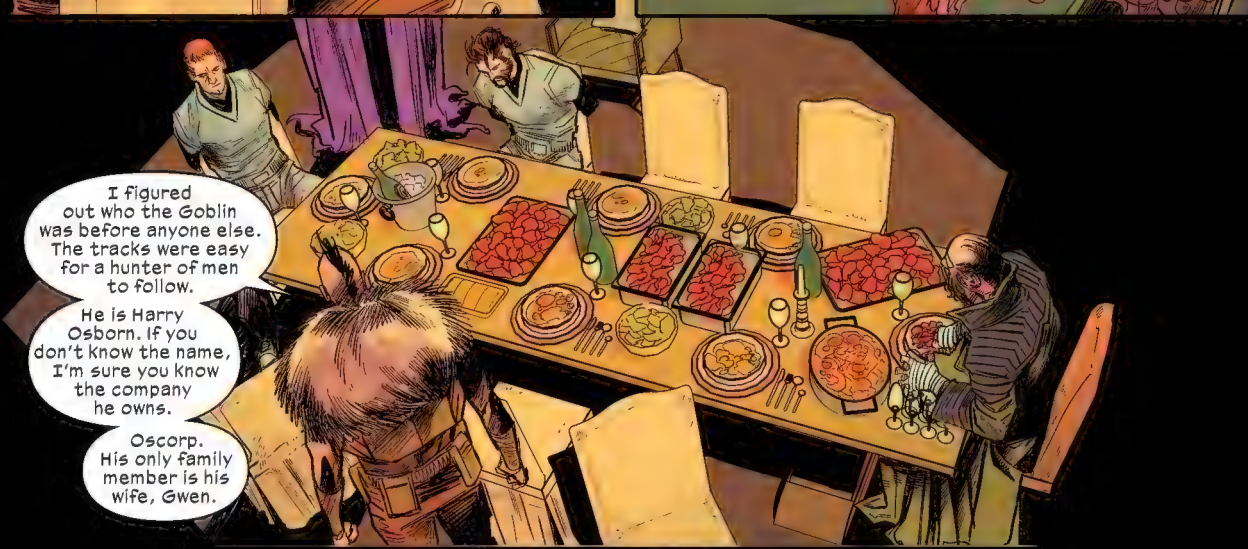


So I dug a little deeper. Looked for a more profound motivating factor.

Truth serums and monogamy showed me the way. It woke the hunter in me.



Ah. You know who they really are.



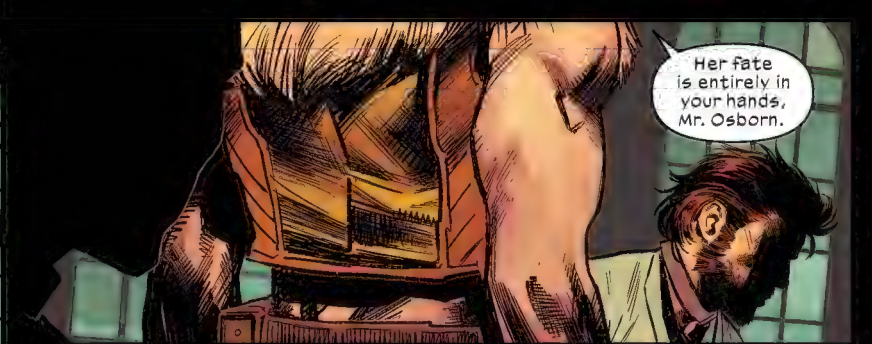
I figured out who the Goblin was before anyone else. The tracks were easy for a hunter of men to follow.

He is Harry Osborn. If you don't know the name, I'm sure you know the company he owns.

Oscorp. His only family member is his wife, Gwen.



Don't even think about hurting her.



Her fate is entirely in your hands, Mr. Osborn.



And who's this?



This?
This is Peter.

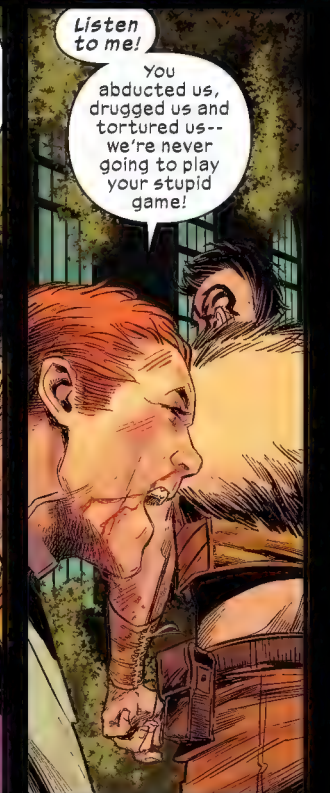


Peter Parker with his perfect wife, Mary Jane. And his perfect children, Richard and May.
Such a hard thing to hold on to: perfection. So I want to see if he can.



+Sigh+ There is nothing more tedious than believing that facts about a person reveal who they truly are.
Spoken like a true Mysterio...

But I agree. That's the point of the hunt. To reveal the prey as they truly are.



Listen to me!
You abducted us, drugged us and tortured us-- we're never going to play your stupid game!



Oh, but you *will*. You will run. And I will hunt.

Because if you die... so does your family.

But if you can kill me...then you and your loved ones are safe.



And are we to assume that the great Kraven the Hunter will hunt two of the Kingpin's greatest enemies alone?



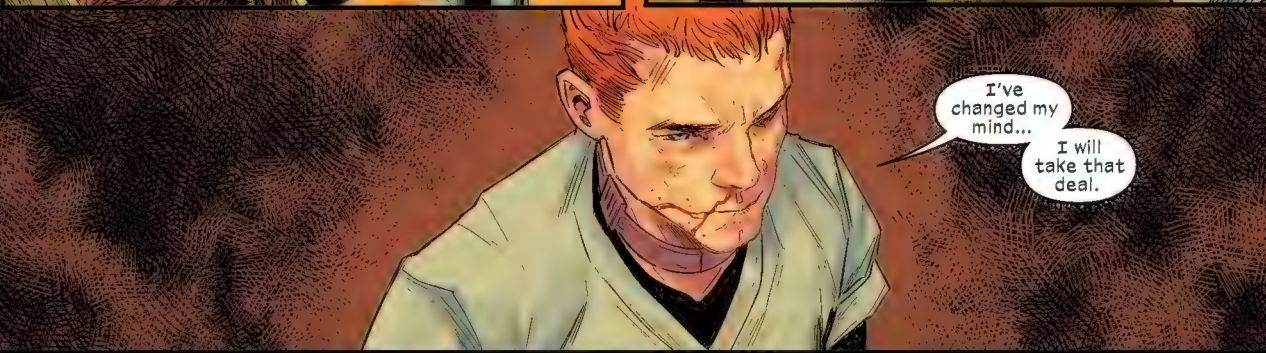
I will.



Then you can have my jungle...but only if you entertain me.

A wager perhaps?

And, of course, all this depends on if the hunted choose to play along...



I've changed my mind...

I will take that deal.



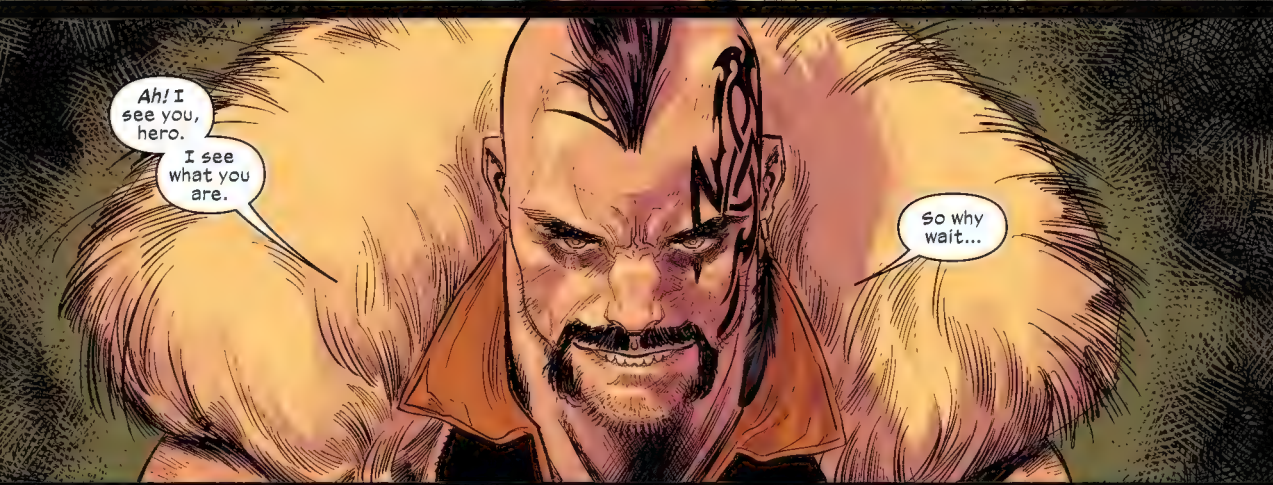
Wonderful. I cannot tell you how pleased this makes me.

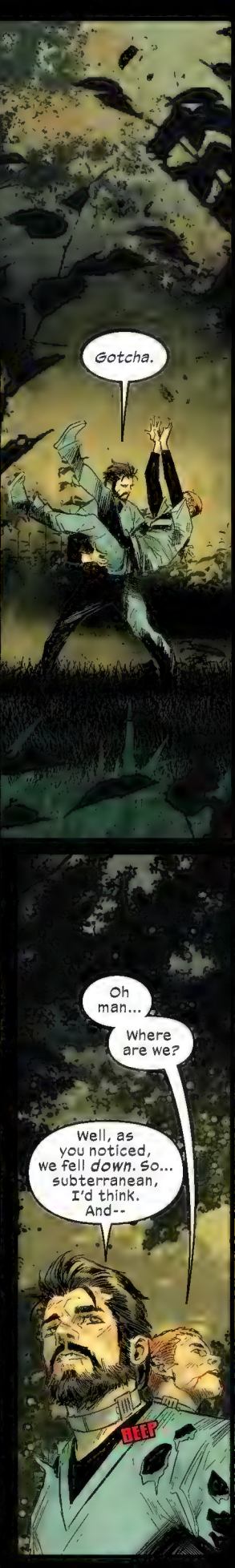
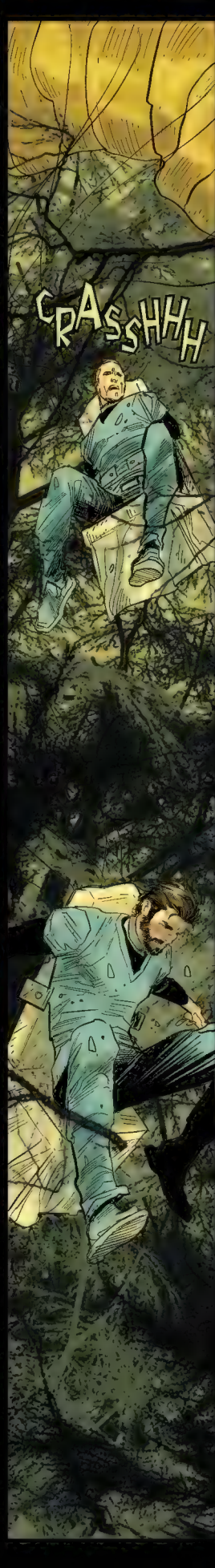
Shall we eat? One final meal, as my comrade put it?

I don't want your food. Let's get on with it.

And you, Peter?

You've said nothing... don't you have anything you want to say?





Well, as you noticed, we fell down. So... subterranean, I'd think. And--

DEEP



Our collars.

BEEP
BEEP
BEEP



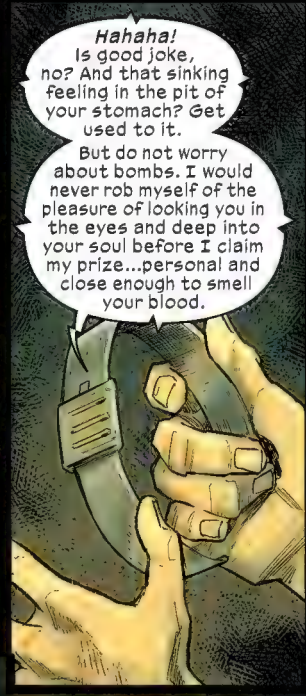
BEEP
BEEP
BEEP
BEEP
BEEP

Oh god,
I can't get it
off...I--



CLICK

Huh?



Hahaha!
Is good joke,
no? And that sinking
feeling in the pit of
your stomach? Get
used to it.

But do not worry
about bombs. I would
never rob myself of the
pleasure of looking you in
the eyes and deep into
your soul before I claim
my prize...personal and
close enough to smell
your blood.



But that
fear of your end...
looming just around
the corner...that
is real.

You have
three hours to
prepare yourselves.
And then I am
coming for you.



Oh. One
last thing. You
are in the Savage
Land...and here, it
will not just be me
who is hunting
you...

So please,
comrades...
do try to stay
alive.

Let's
go!



So...
what's the
plan?

When we were
falling, I could see
that we were pretty
much going to land
dead center of
the jungle.

I think our
best plan is to
head in a straight line
and find the edge...then
figure out some way
to the surface.



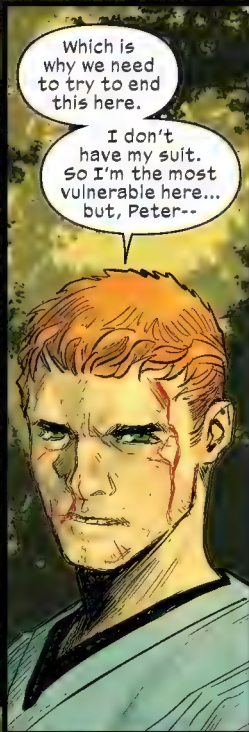
Wait. What about
Kraven? How are
we going to deal
with him?

Hopefully
we can evade him
and get out of here
without him
noticing.



Harry, we
have to get
home. I don't...
I can't worry
about anything
but that
right now.

*He knows
about our
families.*



Which is
why we need
to try to end
this here.

I don't
have my suit.
So I'm the most
vulnerable here...
but, Peter--



Harry,
wait...

Something's...



Look
out!



UHHFFF!



WHAM



WHAM



WHAM



WHAM



Well, I suddenly feel better about us making it out of the jungle. Are you okay?

I'm fine, but--

Harry!



Oh
god.

DO.
NOT.
MOVE.

11:58 pm.
Back in the city.

Gotta say,
Kiddo...that was
pretty impressive
back there.

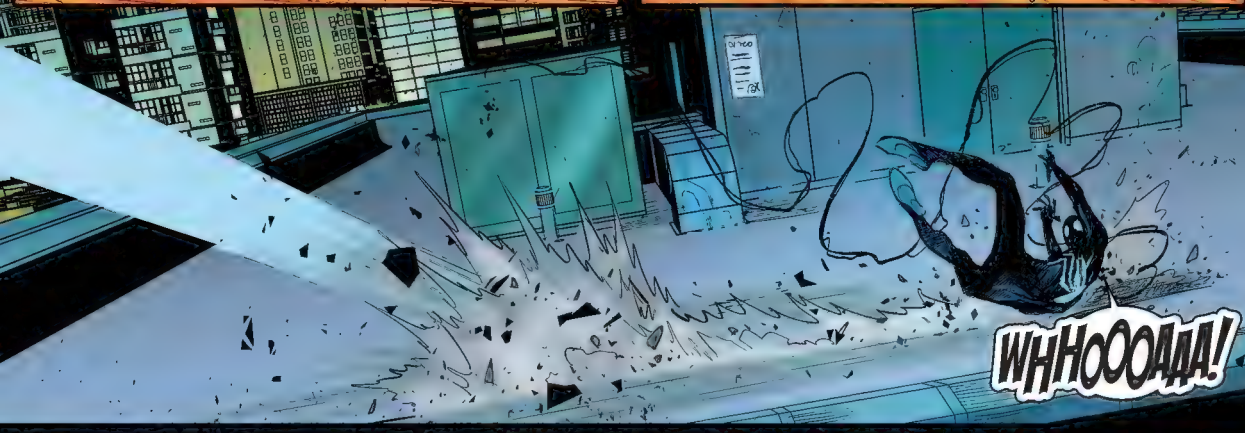
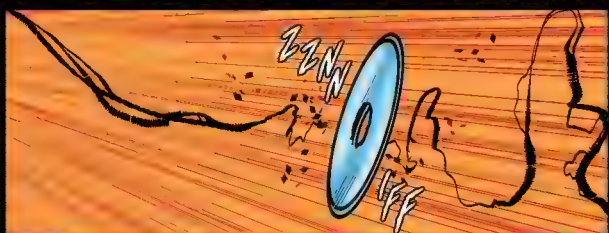
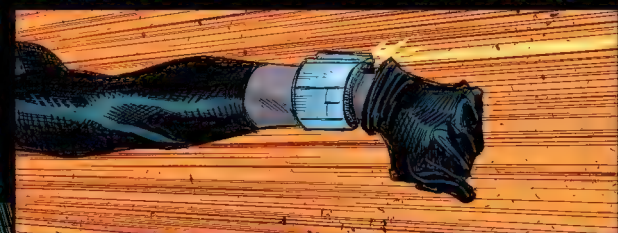
Says you.
Now that it's
over, I'm kind
of shaking.

That's a
completely natural
reaction to the
adrenaline your body was
producing, Richard.
Take a deep
breath.

Mom and Dad
would be so furious
if they found out. I
could have gotten
hurt.

It was a
petty criminal,
Richard. You were
never in any real danger.
And if you had frozen up
or stumbled...I would
have stepped in.

Okay,
but Mom
and Dad would
still be mad.





I have
some bad
news for you,
Spider-Man!



Super
villain?

Appears
so.

Oh
man. Not
good.

I believe
you knew my
father, the
Black Cat--
well...

...I'm
the new
one.

TO BE CONTINUED...



WRITER: **JONATHAN HICKMAN**
ARTIST: **MARCO CHECCHETTO**

COLOR ARTIST: **MATTHEW WILSON**
LETTERER: **VC's CORY PETIT**
COVER ARTISTS: **MARCO CHECCHETTO
& MATTHEW WILSON**

VARIANT
COVER ARTISTS: **GAVIN GUIDRY & ESPEN GRUNDETJERN;
GREG LAND & PAUL MOUNTS; BENJAMIN SU**

DESIGN: **JAY BOWEN**
ASSISTANT EDITOR: **MICHELLE MARCHESE**
EDITOR: **WIL MOSS**
EDITOR IN CHIEF: **C.B. CEBULSKI**

SPIDER-MAN CREATED BY **STAN LEE & STEVE DITKO**

NEXT

MARVEL



**ULTIMATE
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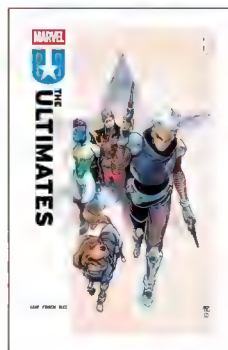
ON SALE THIS MONTH



ULTIMATE BLACK PANTHER #12
BY **BRYAN HILL & STEFANO CASELLI**



ULTIMATE X-MEN #11
BY **PEACH MOMOKO**



ULTIMATES #8
BY **DENIZ CAMP & JUAN FRIGERI**



ULTIMATE WOLVERINE #1
BY **CHRIS CONDON & ALESSANDRO CAPPUCCIO**



12

A diabolical genius known as **THE MAKER** created his ideal Earth by systematically preventing anyone from ever becoming a super hero. To rule his perfected Earth, he placed super villains in charge of different regions, and together, **THE MAKER'S COUNCIL** quietly orchestrated the history of the world.

Among them are **RA** and **KHONSHU**, who oversee Africa—all but the impenetrable, isolated kingdom of **WAKANDA**. To try to claim the last of the continent, Khonshu has taken on the name **MOON KNIGHT** and built an army of zealots who worship him as a god.

Recently, **KING T'CHALLA** was stabbed with an anti-vibranium dagger that left him plagued by dark dreams. His allies, **STORM** and **KILLMONGER**, sought out the **SORCERER SUPREME** for aid. But now, after months of war, Moon Knight has challenged **BLACK PANTHER** to a duel to end it once and for all...

ULTIMATE BLACK PANTHER

CAST:



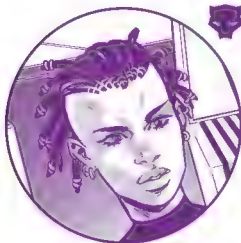
BLACK PANTHER
KING T'CHALLA



STORM
ORORO MUNROE



KILLMONGER
ERIK KILLMONGER



SHURI
WOMAN-AT-ARMS,
T'CHALLA'S SISTER



QUEEN OKOYE
HIGH MENTOR OF
THE DORA MILAJE



MATRON IMALA
SACRED MOTHER OF
THE VODU-KHAN



INAN
THE SORCERER
SUPREME



RA
MEMBER OF THE
MAKER'S COUNCIL



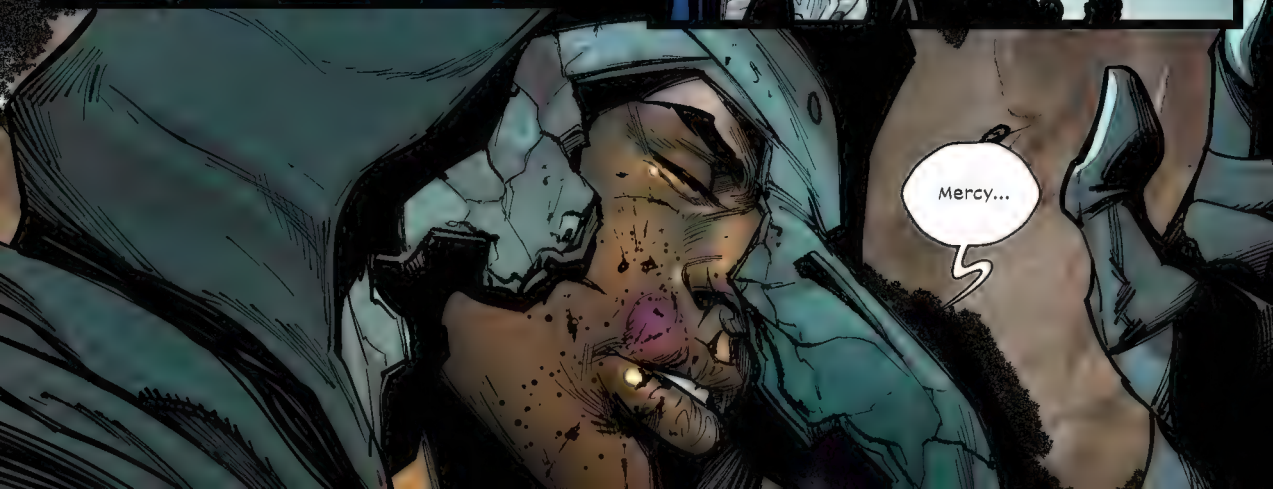
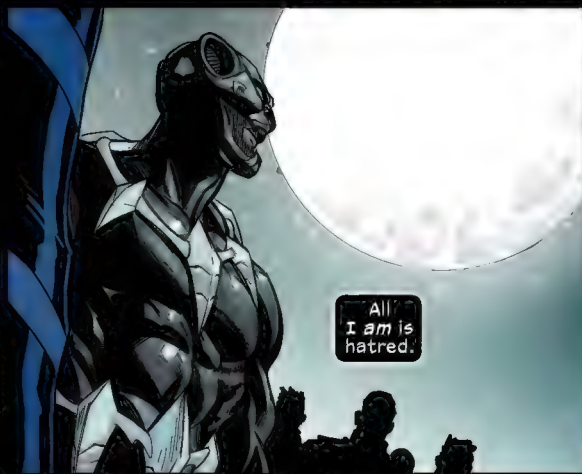
KHONSHU/MOON KNIGHT
MEMBER OF THE
MAKER'S COUNCIL

JANUARY 2024





...no
God.

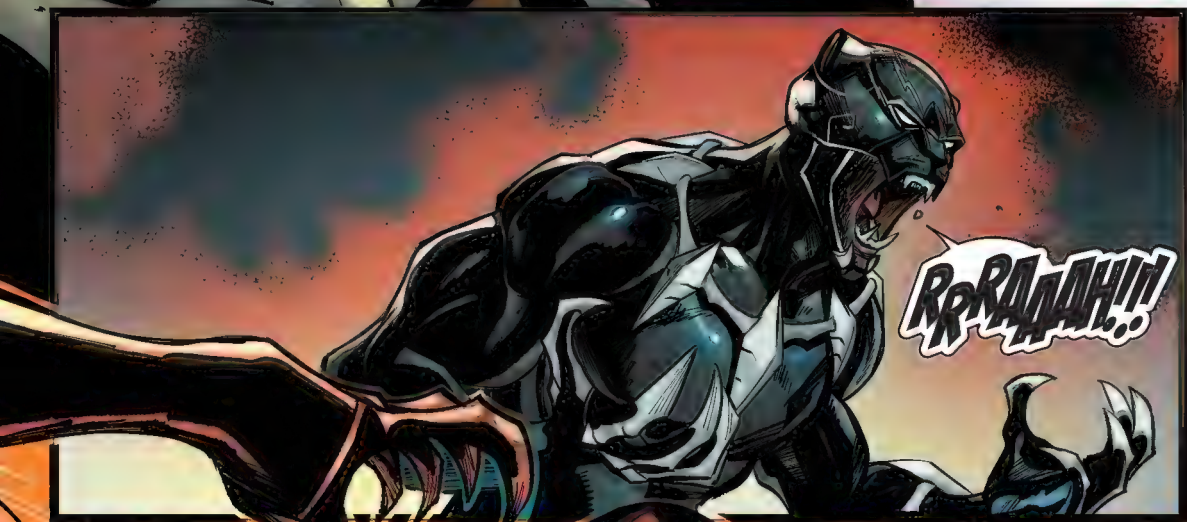




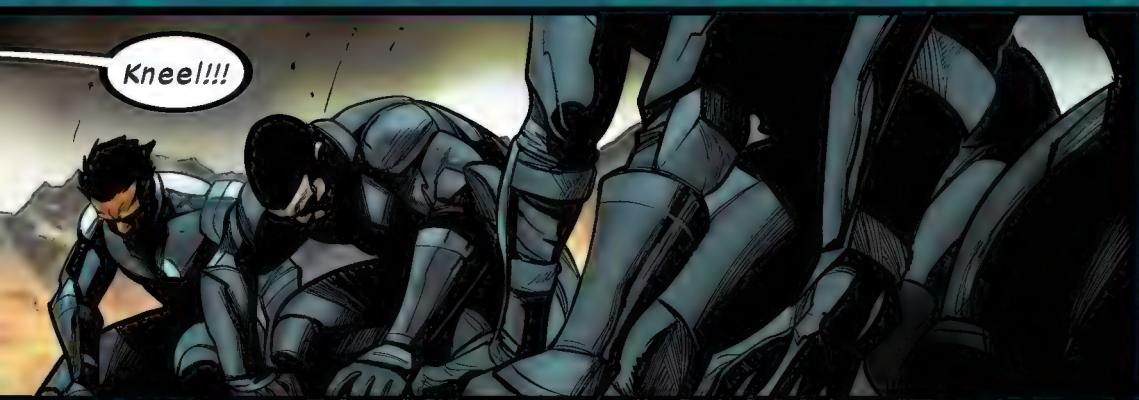
A soul
within me
wants his flesh
and blood.

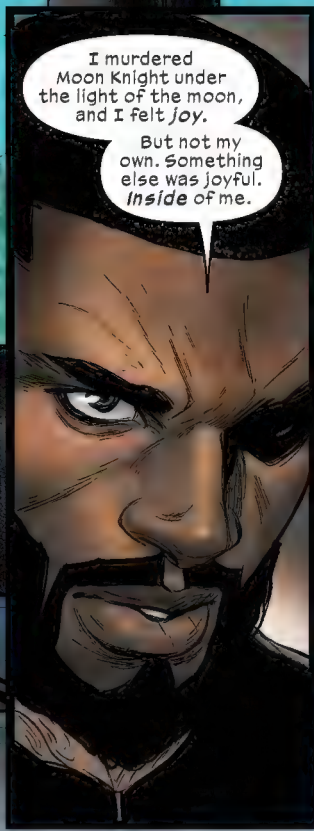
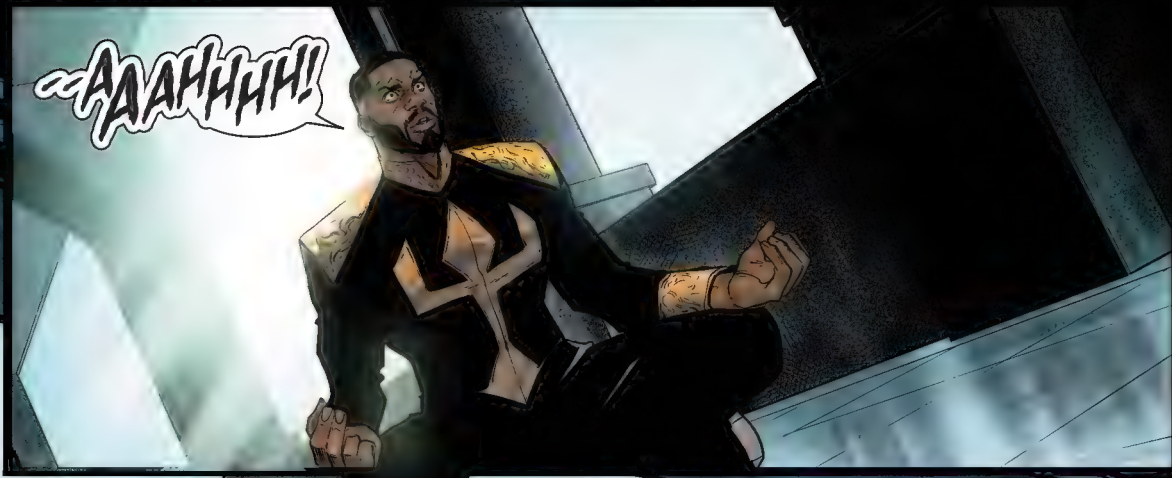


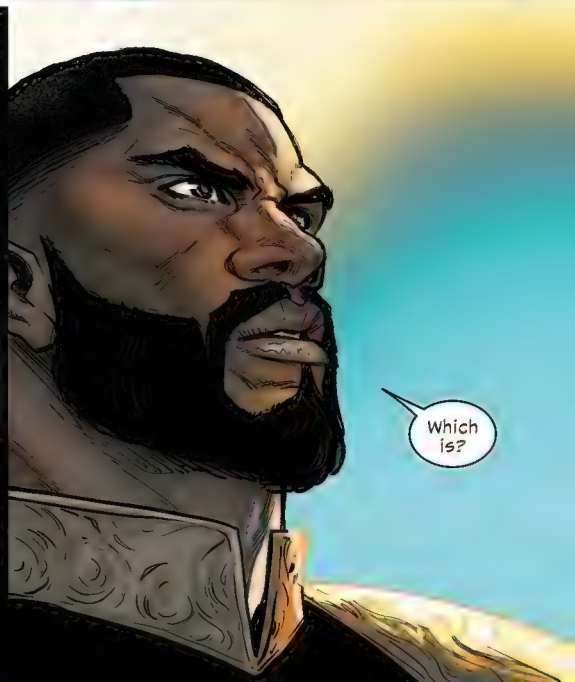
No...
not like
this...



SKRAAK









The Vodukhan have waited for generations for this moment. For your bloodline to realize what needs to be.

For Wakanda and vibranium to take their throne in the world.



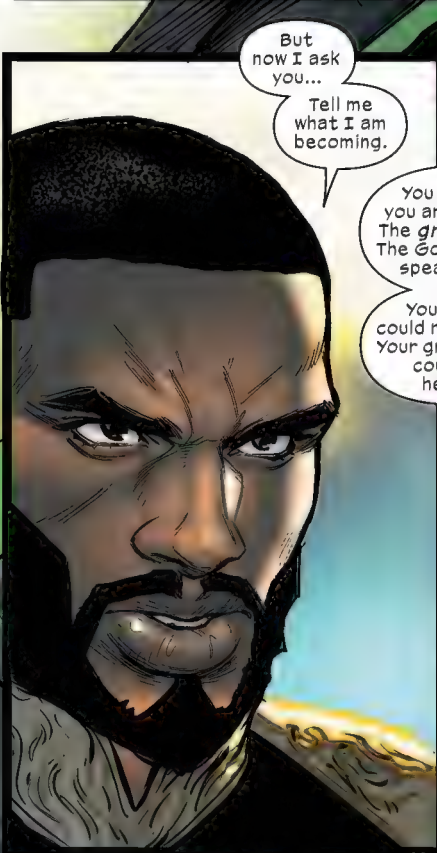
I am no priestess of peace, my king. I am witness to the birth of a new age.

I do not fear your visions. I embrace them. As you should as well.



You know what's happening to me. What I feel. What I sense.

I know there is little trust between us. I have kept your ways at a distance.

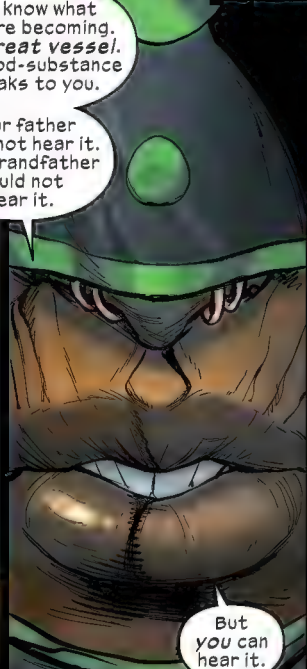


But now I ask you...

Tell me what I am becoming.

You know what you are becoming. The *great vessel*. The God-substance speaks to you.

Your father could not hear it. Your grandfather could not hear it.



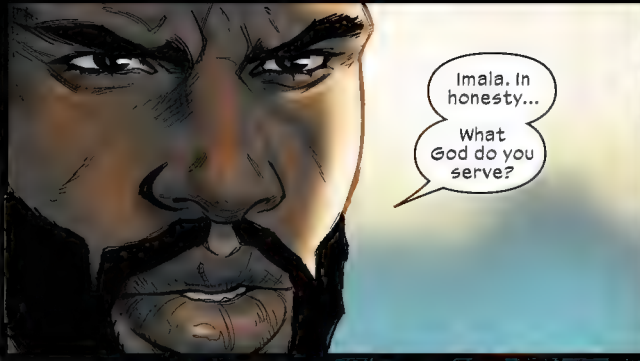
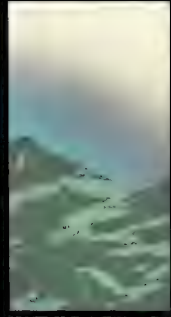
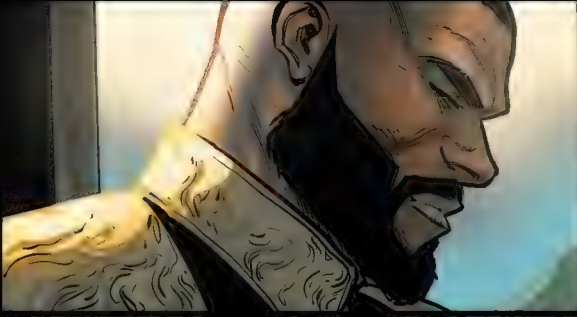
But you can hear it.



Vibranium.



A ridiculous word of science for something far greater. You and your rationalism have come to the water's edge. Beyond it is the sea of *true* knowledge.



Imala. In honesty...
What God do you serve?



The Vodu-Khan serve you, my king.

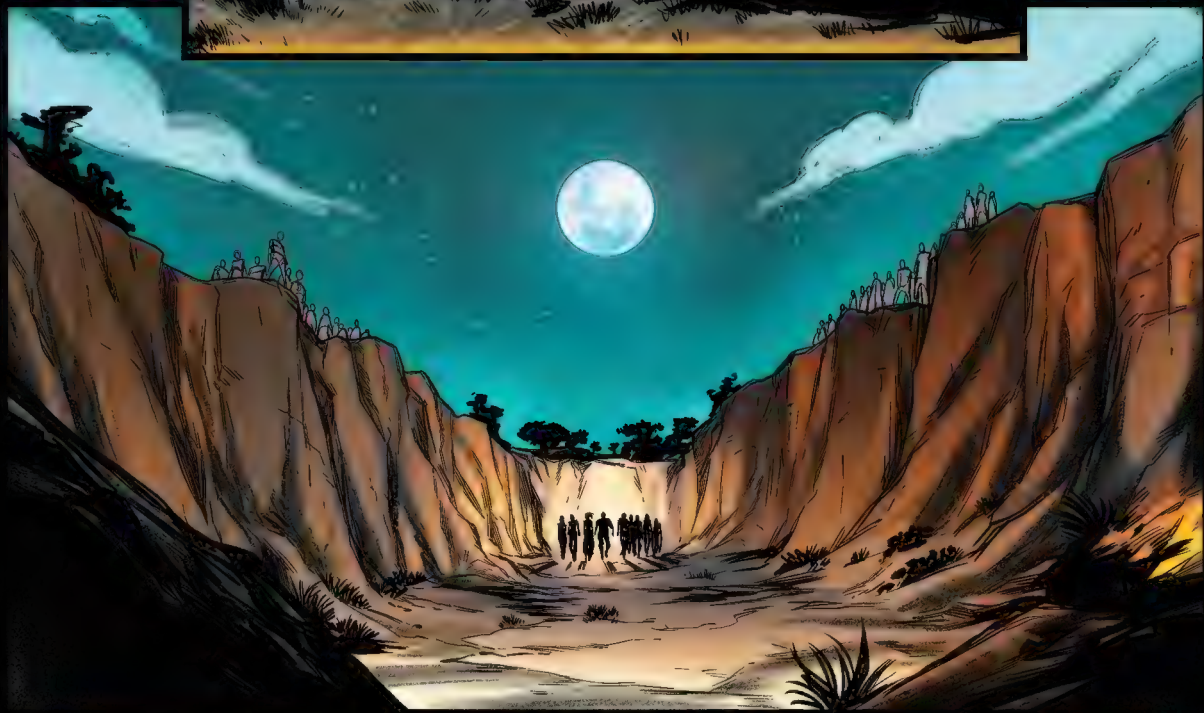


The moon will rise, and you will face Khonshu and Ra.

No man is greater than his destiny. Let that guide you.



I will pray for you.





I
come with
destiny.



You seem
remarkably
calm.

I do not
fear the Moon
Knight.



I fear what
the Moon
Knight will
force me
to do.



They
need to see
his frailties. His
vulnerabilities.



It's not
about the victor
tonight.

It's about
how the victory
is won.



This will be the end of one age. The beginning of another. By blood spilled, the page shall turn.



Okoye, my queen, tell our people not to react. Do not celebrate. Do not show stress.

Tonight, we show them that Wakanda is unrelenting.



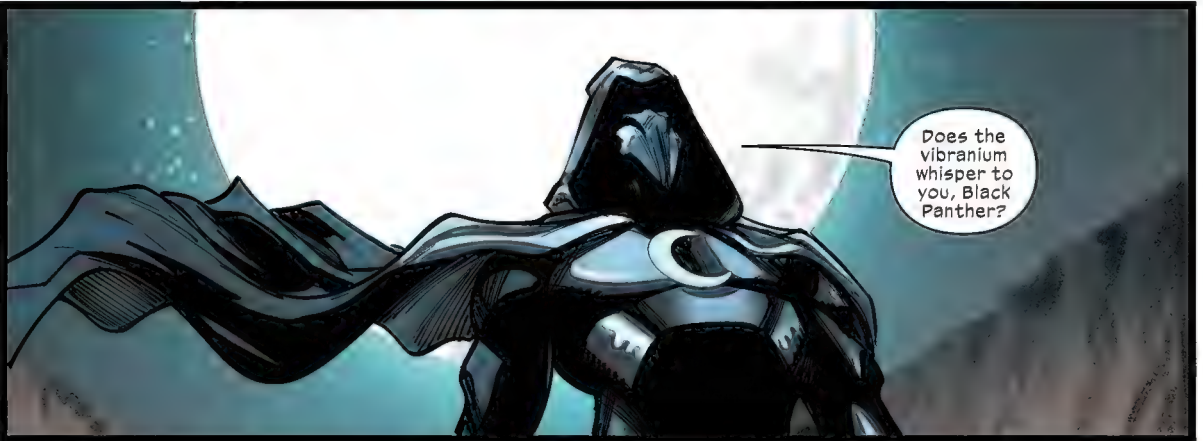
For this land--

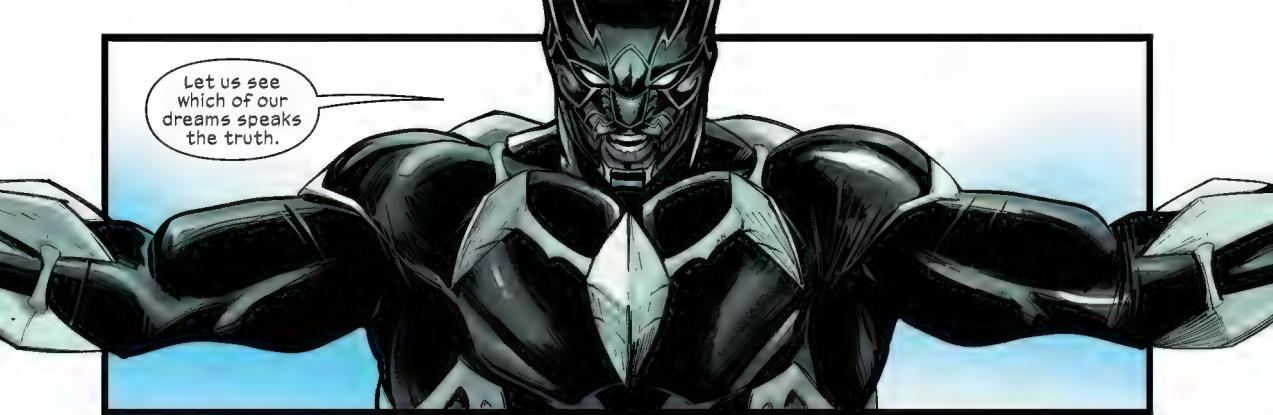


--I ask this land--

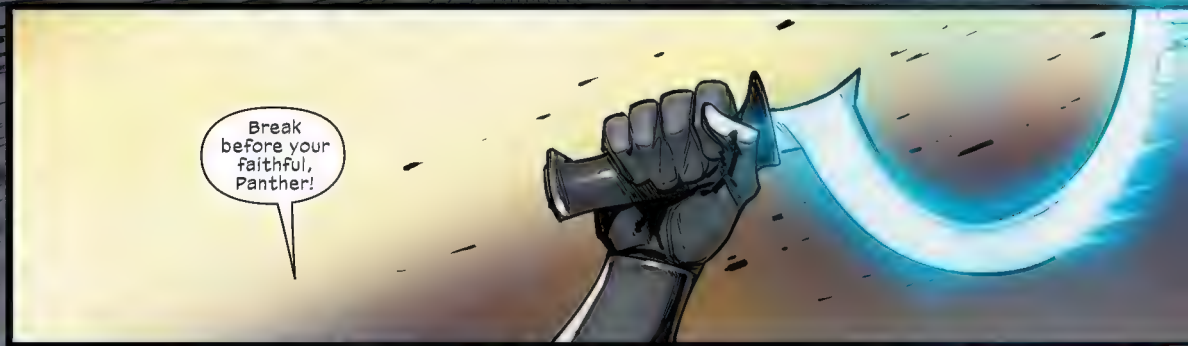
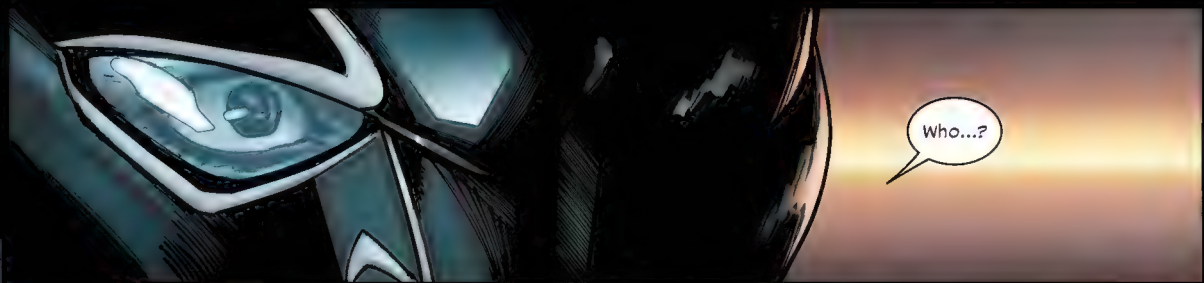


--guide my actions.



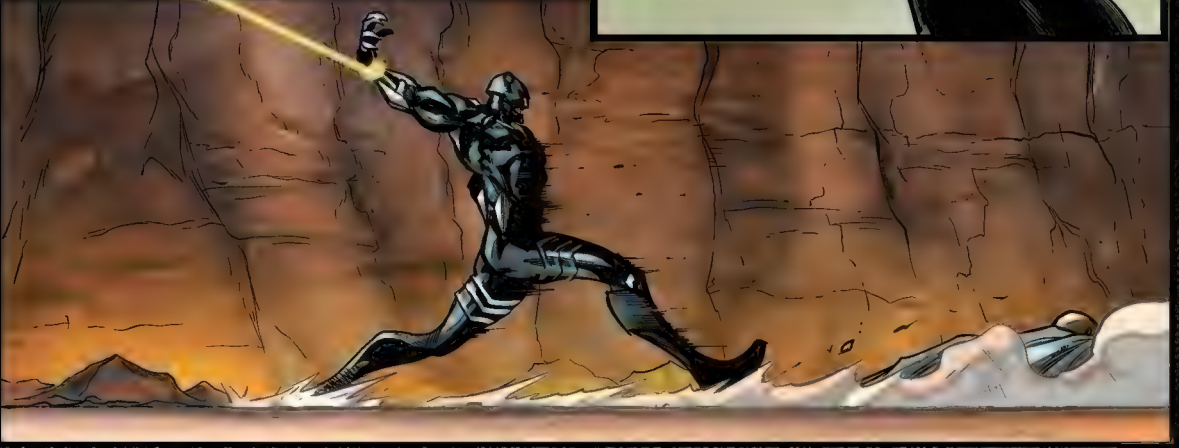
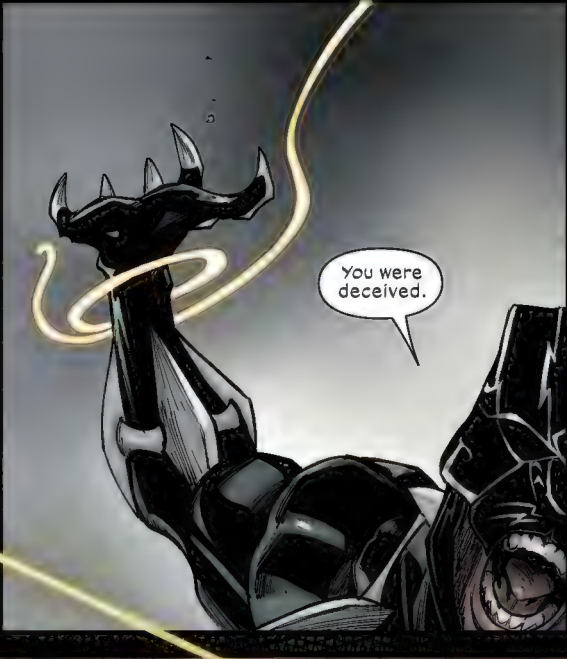














You must be T'Challa. I am Inan.

Your friends have told me a lot about you.

No idea who this "Moon Guy" is-- but he doesn't matter.

What matters is you have a vibranium problem.

And it might not be too late to save everything you believe in.

TO BE CONTINUED...



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ARTIST: **STEFANO CASELLI**

COLOR ARTIST: **DAVID CURIEL**
LETTERER: **VC's CORY PETIT**
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BLACK PANTHER CREATED BY **STAN LEE & JACK KIRBY**

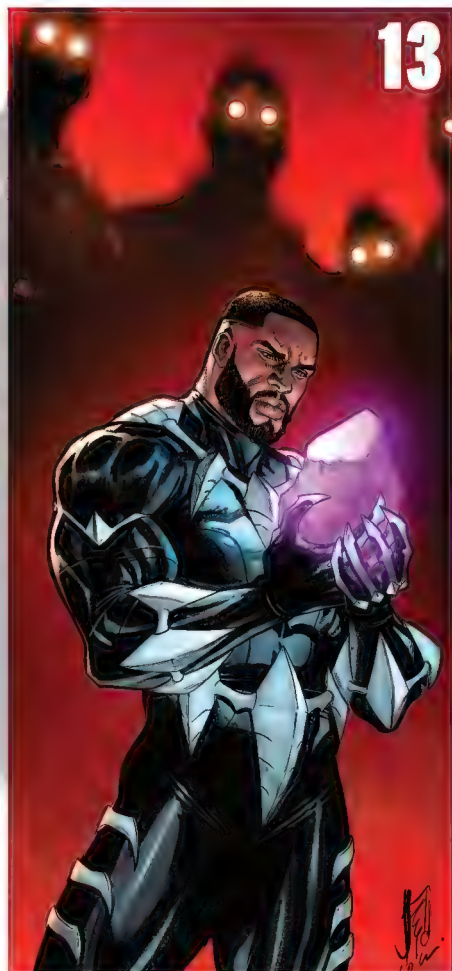
NEXT

MARVEL



**ULTIMATE
BLACK PANTHER**

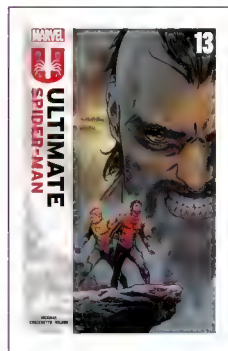
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BY **JONATHAN HICKMAN
& MARCO CHECCHETTO**



ULTIMATE X-MEN #11

BY **PEACH MOMOKO**



ULTIMATES #8

BY **DENIZ CAMP & JUAN FRIGERI**



ULTIMATE WOLVERINE #1

BY **CHRIS CONDON
& ALESSANDRO CAPPUCCIO**



11

A diabolical genius known as **THE MAKER** used time travel to create his ideal Earth by systematically preventing anyone from ever becoming a super hero—except for those on his secret **MAKER'S COUNCIL**, whom he stationed to rule over different regions of the world.

Unrest has exploded across the Eastern territory of **HI NO KUNI** ("**LAND OF THE SUN**") after images of a human body in a suitcase went viral. The incident brought the news media to a cult of super-powered "mutants" called **CHILDREN OF THE ATOM**, many of whom were forced to undergo human experiments.

But the unwanted attention drove the group underground—including **NATSU TSUKISHIMA**, who disappeared after accidentally killing her mother with her optic blasts. The media frenzy also created problems for mutants who aren't involved in the cult at all: **HISAKO ICHIKI (ARMOR)** fled her home after neighbors showed up asking questions. Never mind that Hisako's been stalked by cult member **SHINOBU KAGEYAMA (SHADOW KING)** for months...

ULTIMATE X-MEN

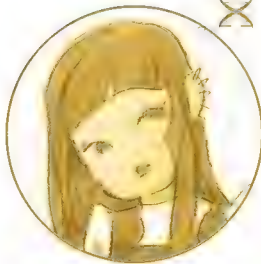
CAST:



HISAKO ICHIKI
ARMOR



MEI IGARASHI
MAYSTORM



NICO MINORU
FLEDGLING PSYCHIC



MORI
NICO'S FRIEND



NATSU TSUKISHIMA
NICO'S FRIEND



KANON SAINOUCHI
PSYLOCKE



NORIKO ASHIDA
SURGE, MEMBER OF THE
CHILDREN OF THE ATOM

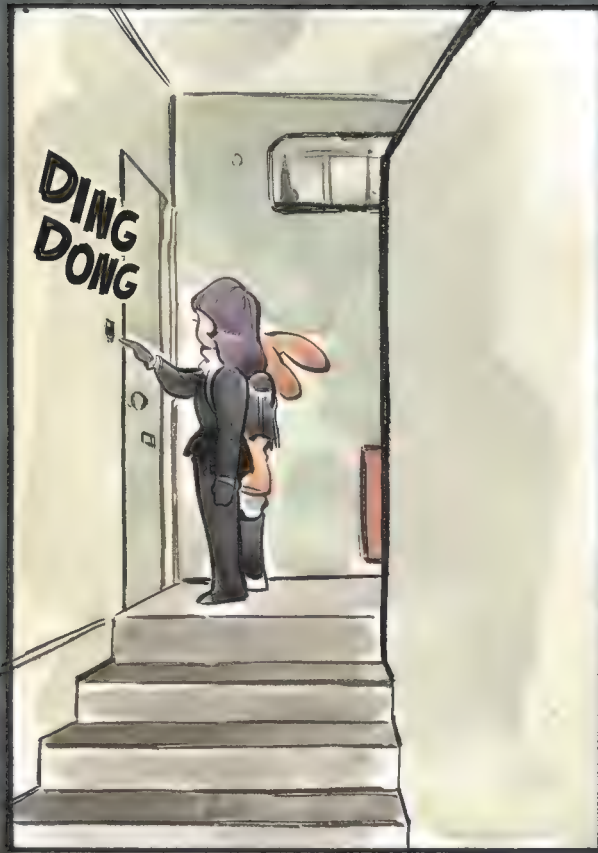


MAESTER
LEADER OF THE
CHILDREN OF THE ATOM



VIPER
PART OF THE
MAKER'S COUNCIL

JANUARY 2025



Whoa.
#MeatCase
isn't trending
anymore.

No one's
home.



Mori, was
Natsu an
only child?

Yeah.

So just
her and her
mother?

Yeah.

Interesting...



What?!
No way!

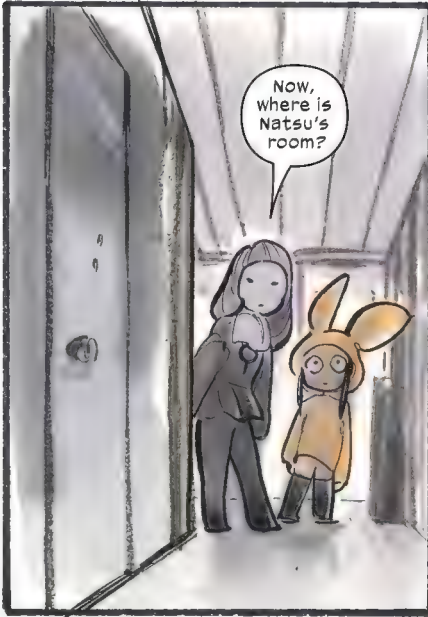
Nico, did
your magic
wand just turn
into a key?!

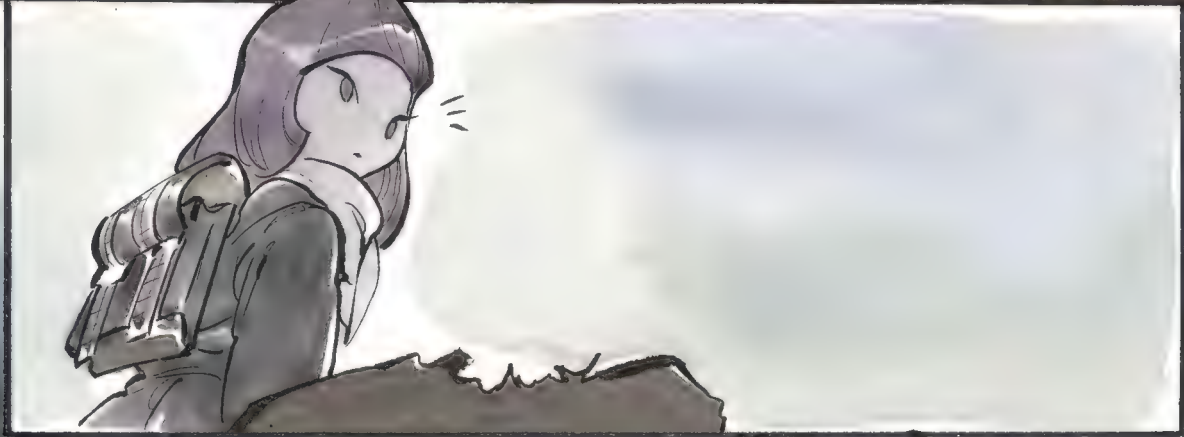


Knock knock.
Excuse me...

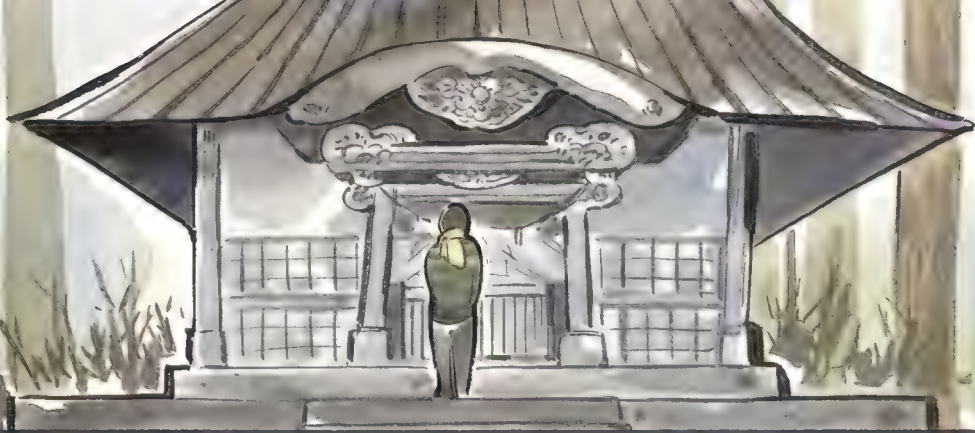
Are we
seriously just
breaking in? We should
at least wait
for Hisako.

Hisako is
at Hatsumode
with Mei.



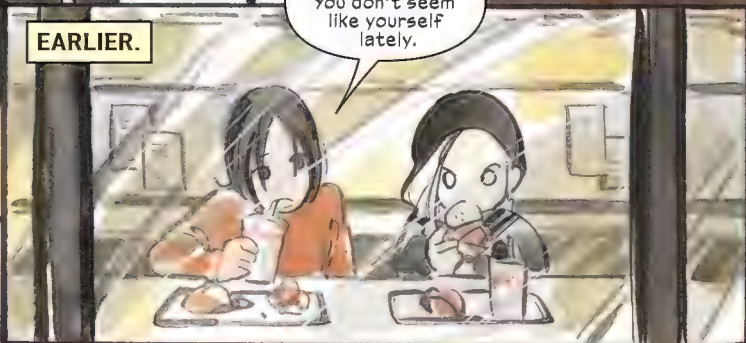


TEMPLE IN THE
MOUNTAIN BEHIND
KIRIGAYA MINAMI
MIDDLE SCHOOL.



EARLIER.

Hey, Mei,
something wrong?
You don't seem
like yourself
lately.



I'm
worried
about Granny.
She's not
feeling well
lately.

Oh no.
Is she
okay?

I kinda
think it's my fault.
I'm stressing her
out by being there.
I can't stay much
longer.



Why don't
you crash at
Nico's with
me?

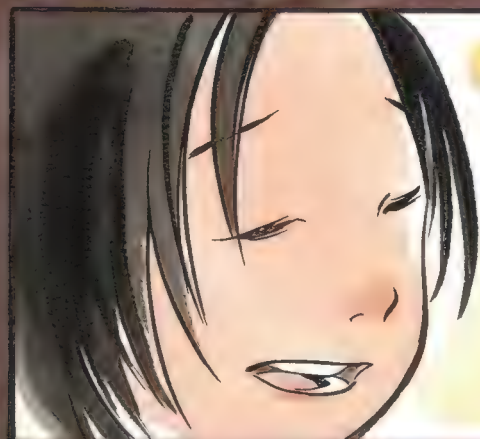
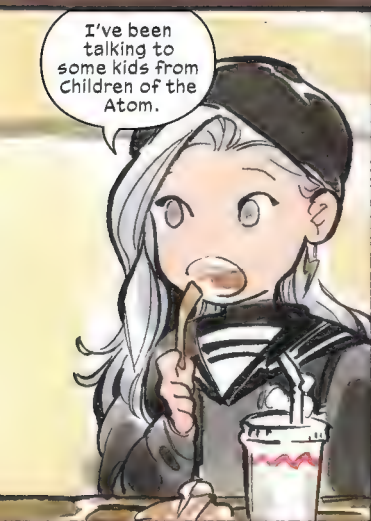
I don't
want to
get in the
way...

It'll be
fine! I'll ask
for you.



There's
something
else...

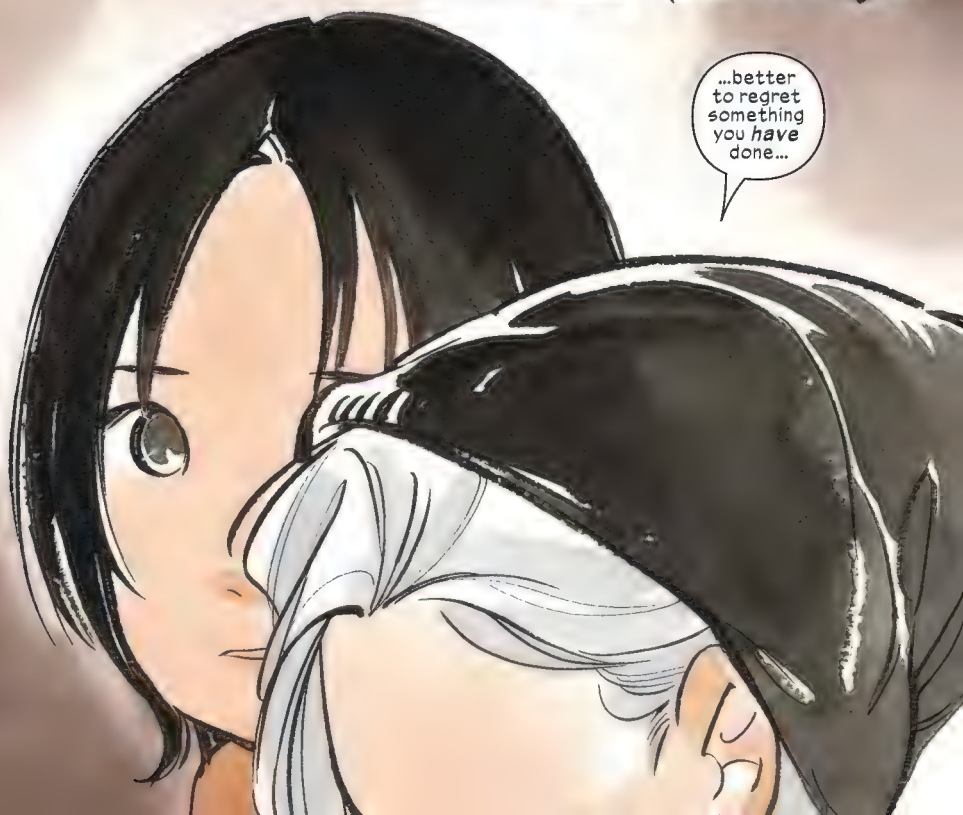
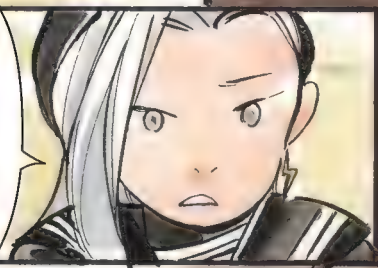




I guess I don't have to worry about you getting brainwashed, Mei...but you know that **shadow thing** is involved in the cult somehow. It's been pretty calm lately. I don't think it's a good idea to stir things up.

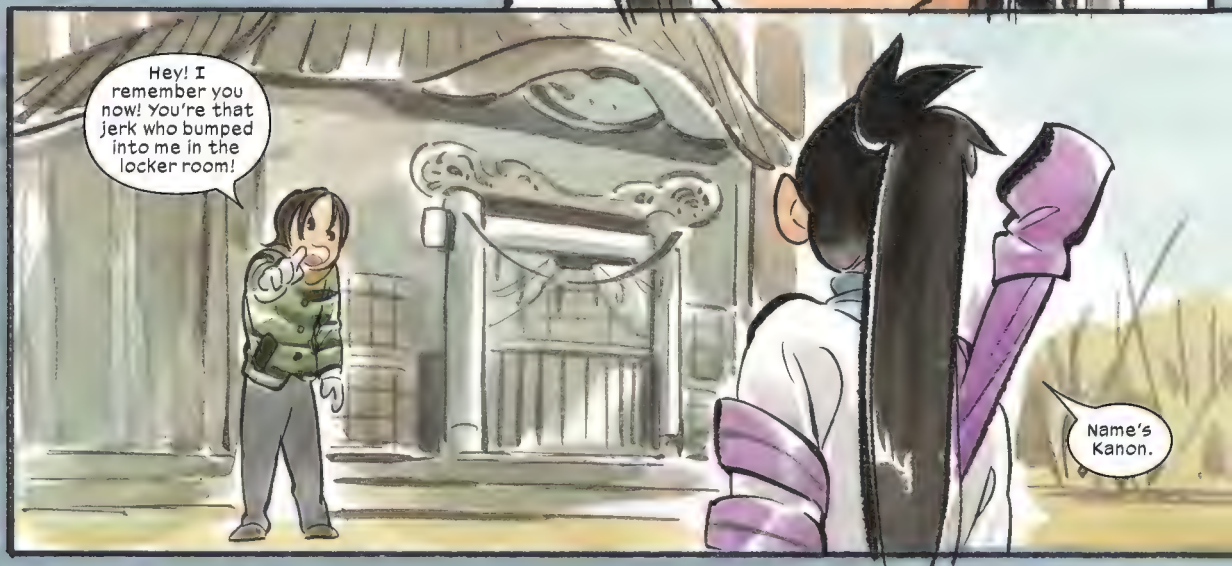
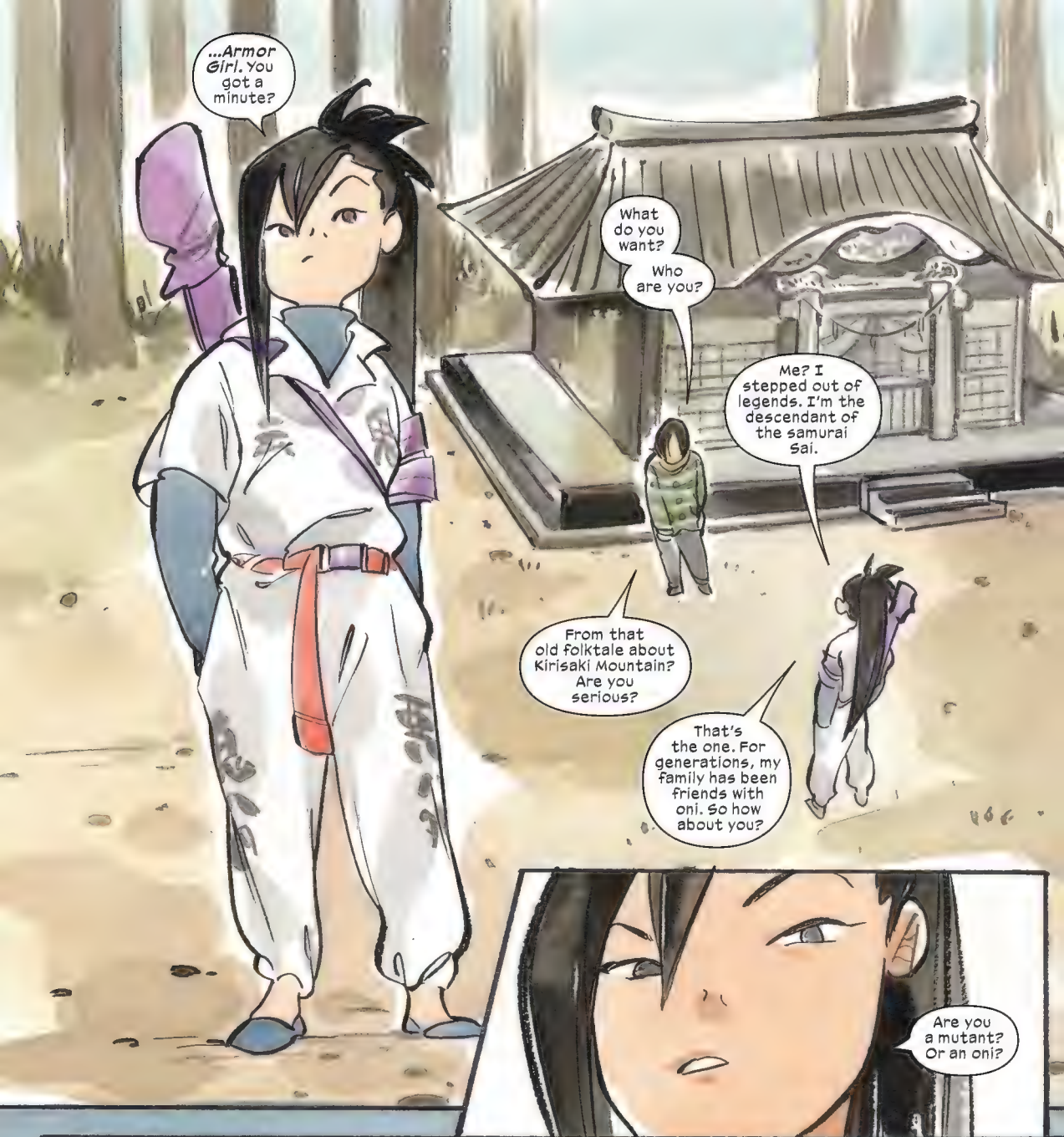
It's bad enough Nico and Mori are set on finding Natsu themselves. I'm worried about her too, but we should leave things like missing-person cases to the police. I don't think it's a good idea to get too involved.

But we **are** involved, Hisako. Like Nico said, we're mutants too. I don't think running away is the answer. After all...



...better to regret something you **have** done...







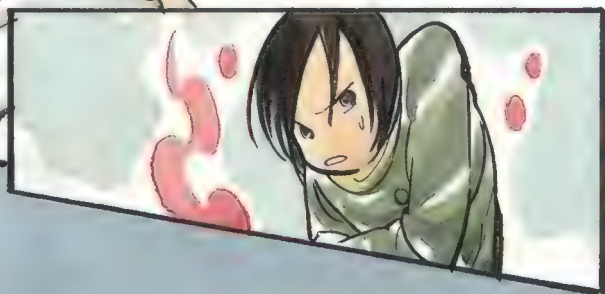


Your
power's
mostly
defensive,
isn't it?



Me,
I prefer
offense.





FOUR MONTHS AGO.

So
that's
Armor
Girl...

I wonder
if Nico got any
answers from
Natsu.

No clue.
I kinda
spaced on
that.

At that
basketball
court, when
we fought the
Shadow...
I was...
unleashed.

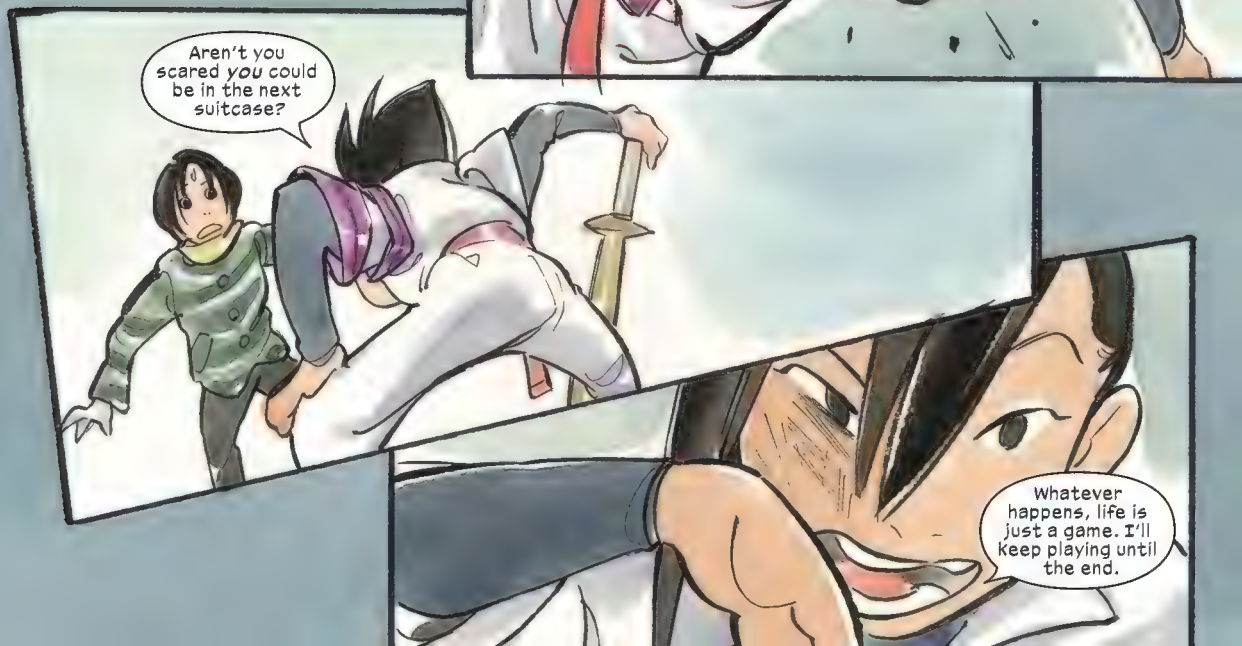
I didn't
want anyone
to see me
like that.

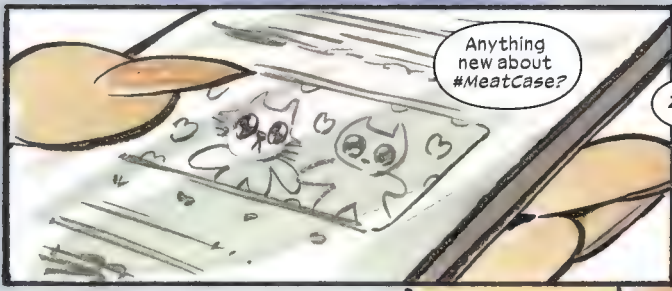
You
were
cool!!

What's the
point of this
power? It's no
help at all.

All it does
is get in
the way.

I
guess...





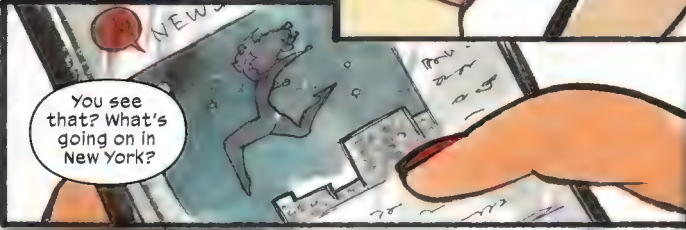
Anything new about #MeatCase?

Zero.

Have you seen this cat meme?



So. Cute.



You see that? What's going on in New York?

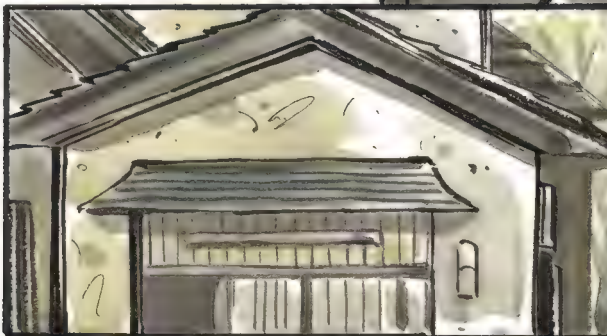


No. What happened?

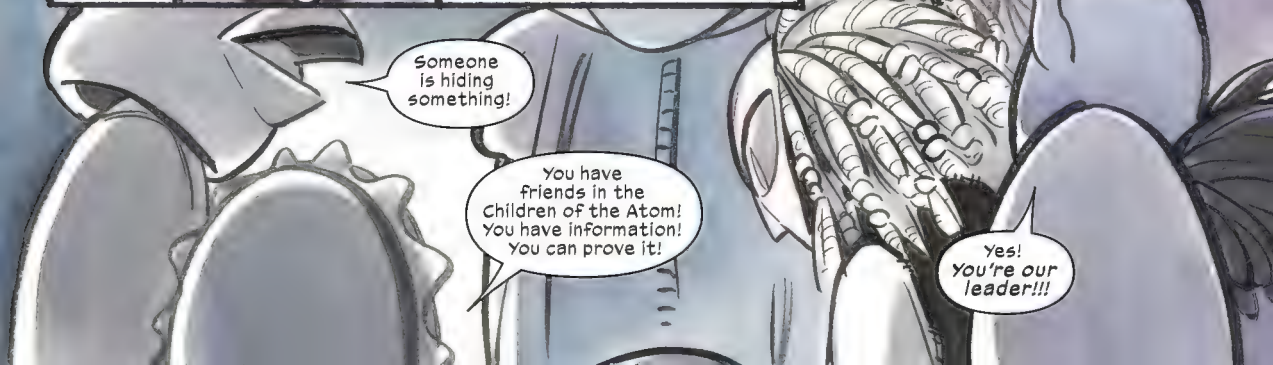
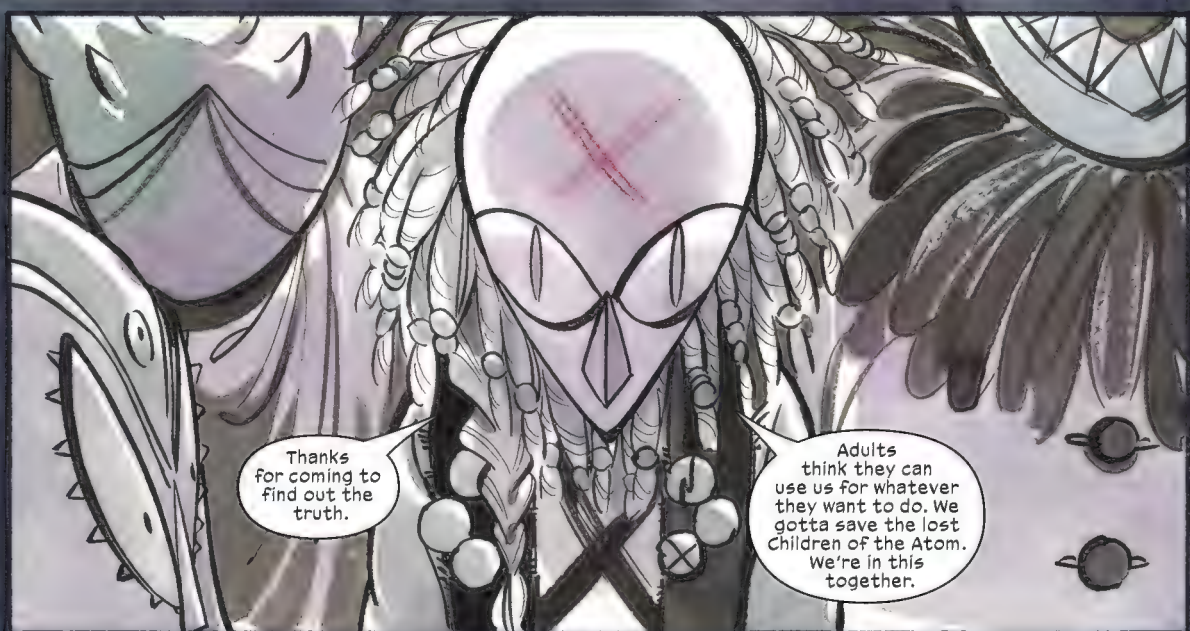
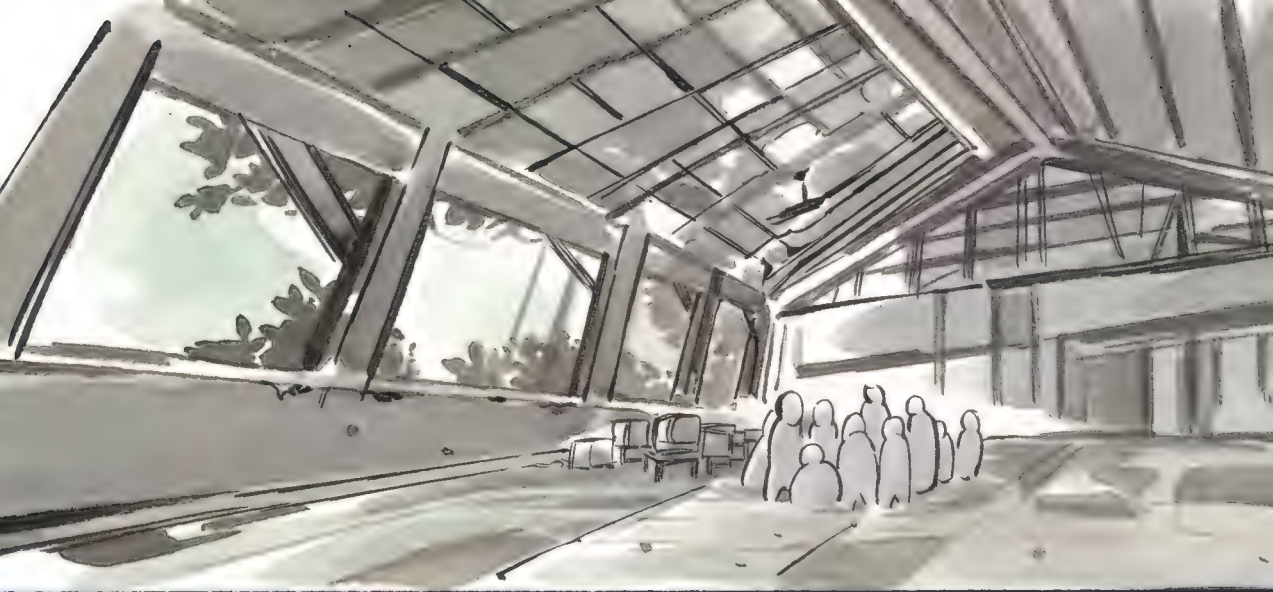
The new Black Cat pulled off a massive heist.

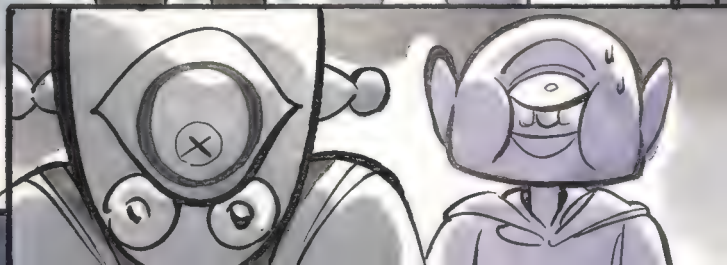
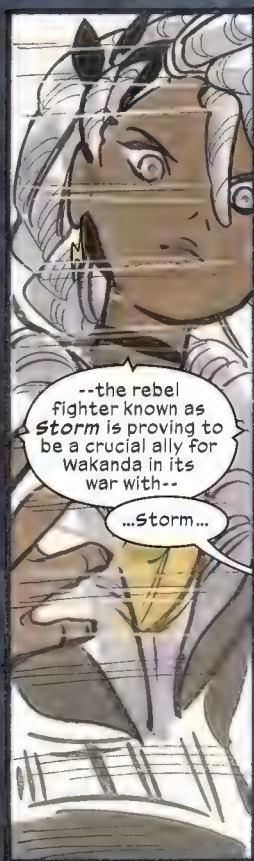
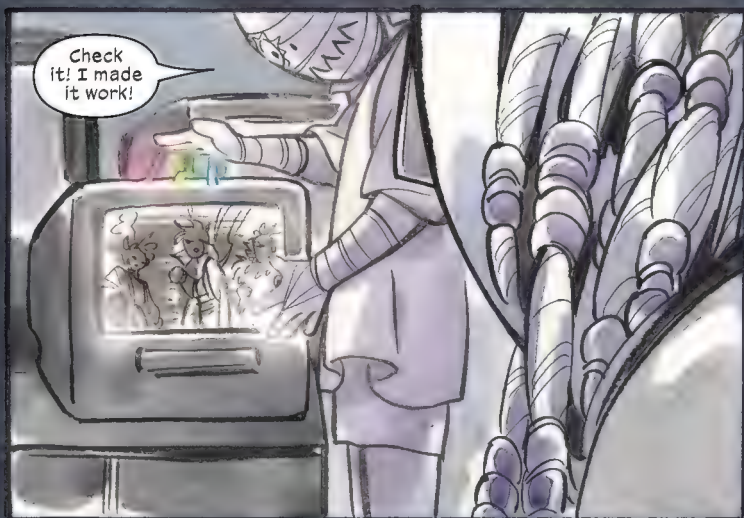


Oh, Shinobu. You're home. You really shouldn't be going out. You're still healing.



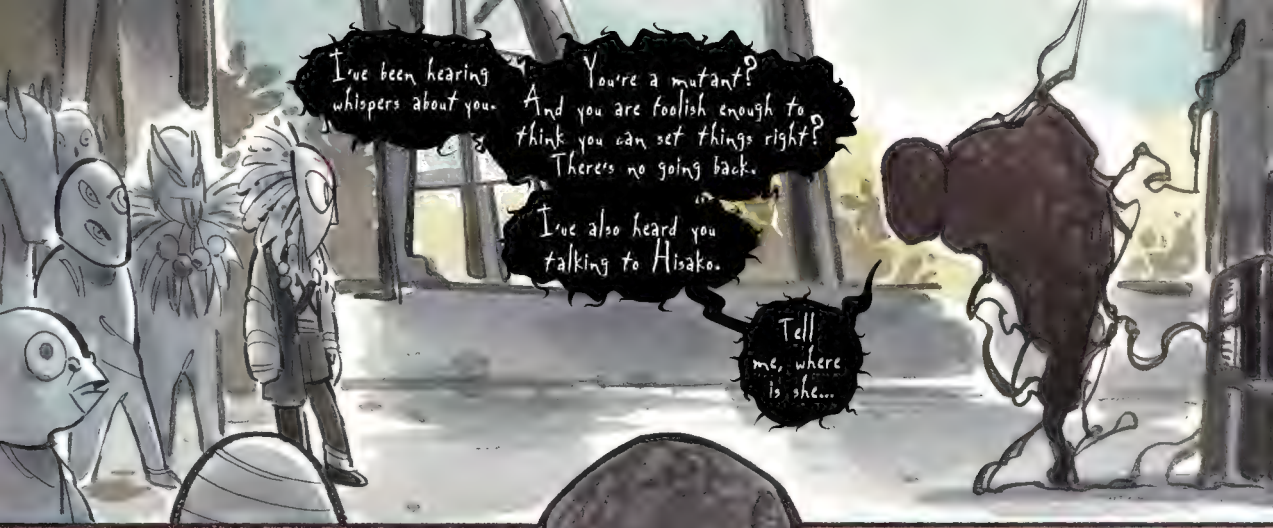












I've been hearing
whispers about you.

You're a mutant?
And you are foolish enough to
think you can set things right?
There's no going back.

I've also heard you
talking to Hisako.

Tell
me, where
is she...



...neighbor?



What are
you talking
about?

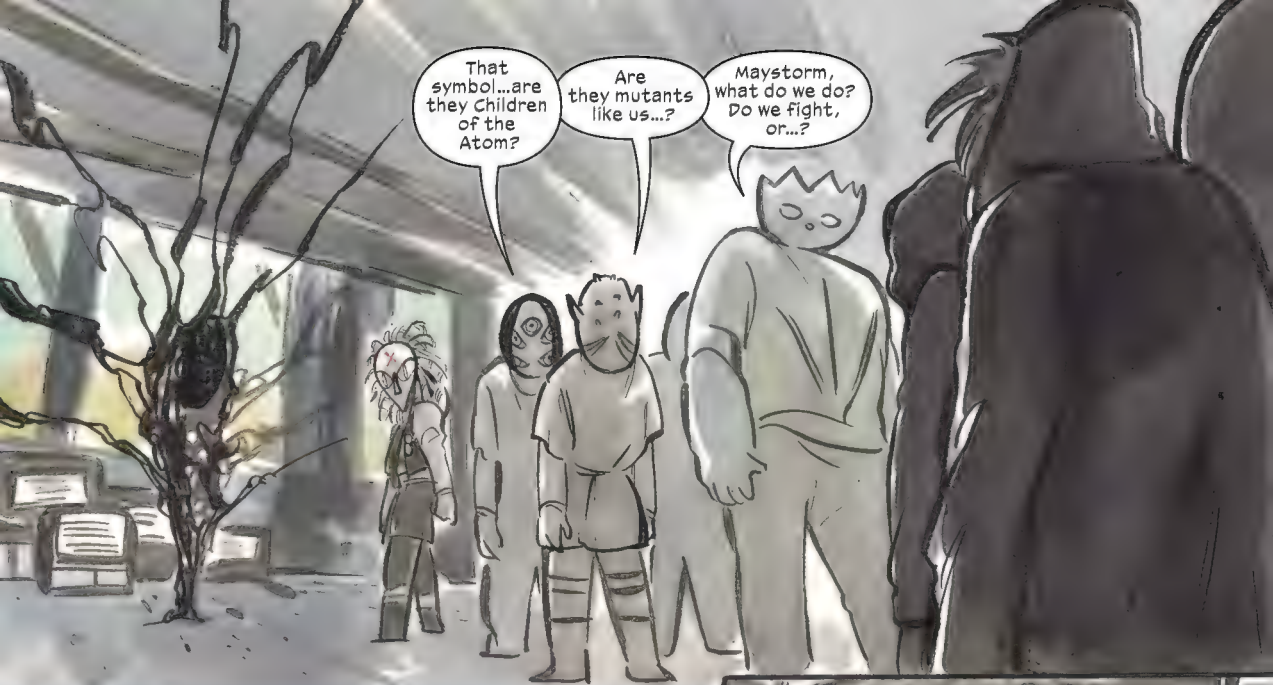
Surprised?
I'll admit it
took me a while to
figure out who
you are.

You've
changed so much
since last
I saw you.



What's
going on?

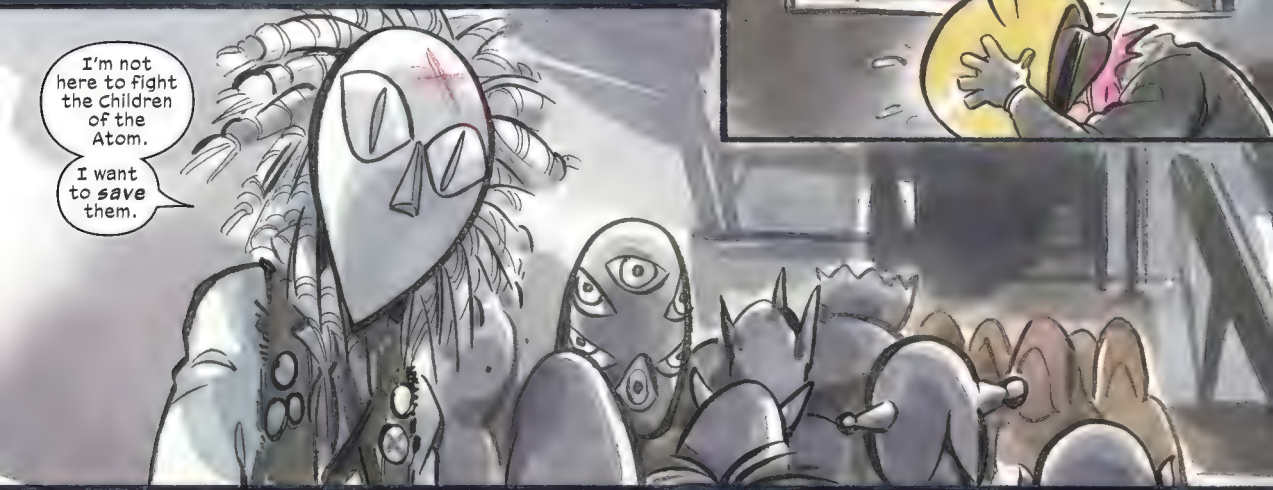
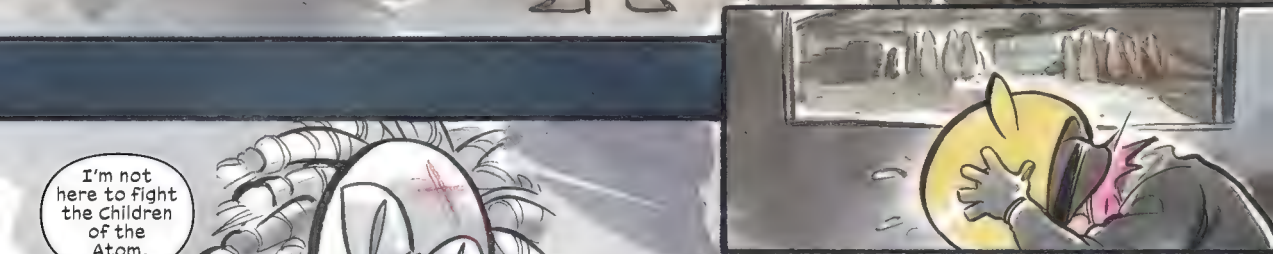
Who are
they?!



That symbol...are they Children of the Atom?

Are they mutants like us...?

Maystorm, what do we do? Do we fight, or...?



I'm not here to fight the Children of the Atom.

I want to *save* them.



I loathe hypocrites like you.

...What the hell is going on...?

To be continued...

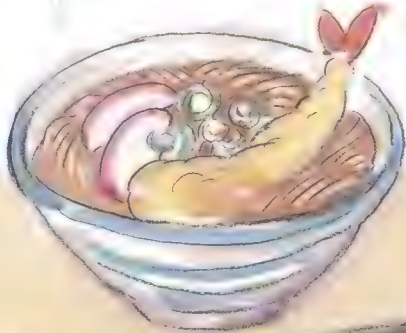
LEXICON

NEW YEAR'S TRADITIONS

TOSHIKOSHI SOBA

A noodle bowl dish eaten on New Year's Eve.

年越しそば



KAGAMI MOCHI

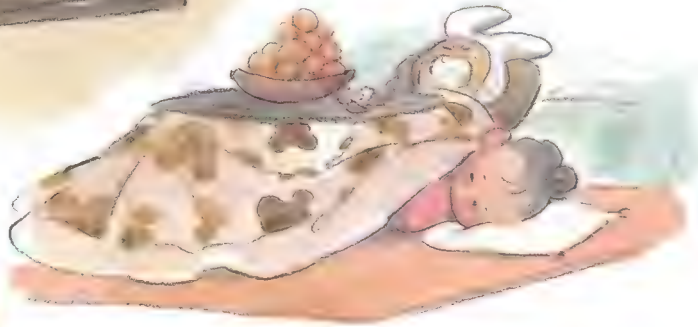
Rice cakes with daidai (a type of orange) on top. The mochi is eaten for good luck.

餅



KOTATSU & MANDARIN ORANGES

こたつとみかん



A kotatsu is a heated table found in Japanese homes. Peeling and eating oranges while sitting under the kotatsu is a common winter tradition.

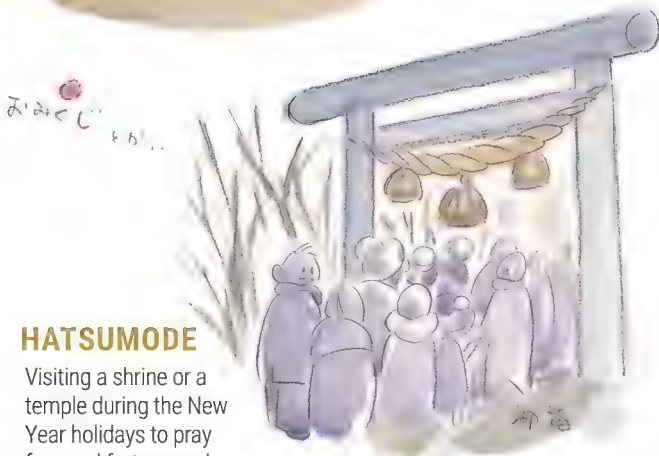
OZONI

Mochi soup eaten on New Year's Day.



HATSUMODE

Visiting a shrine or a temple during the New Year holidays to pray for good fortune and ward off bad omens for the coming year.





WRITER & ARTIST: **PEACH MOMOKO**

SCRIPT ADAPTATION: **ZACK DAVISSON**

LETTERER: **VC's TRAVIS LANHAM**

COVER ARTIST: **PEACH MOMOKO**

VARIANT

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X-MEN CREATED BY **STAN LEE & JACK KIRBY**

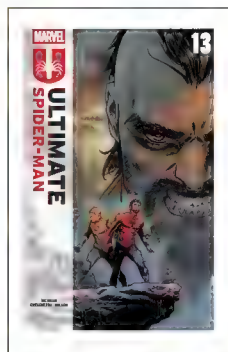
NEXT



ON SALE IN **FEBRUARY**

WE WANT TO HEAR FROM YOU!
EMAIL US AT ULTIMATEOFFICE@MARVEL.COM
AND MARK YOUR LETTERS "OKAY TO PRINT"!

ON SALE THIS MONTH



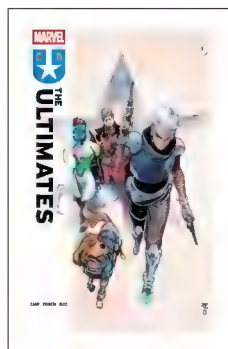
ULTIMATE SPIDER-MAN #13

BY **JONATHAN HICKMAN**
& **MARCO CHECCHETTO**



ULTIMATE BLACK PANTHER #12

BY **BRYAN HILL**
& **STEFANO CASELLI**



ULTIMATES #8

BY **DENIZ CAMP & JUAN FRIGERI**



ULTIMATE WOLVERINE #1

BY **CHRIS CONDON**
& **ALESSANDRO CAPPUCCIO**



8

A diabolical genius known as **THE MAKER** used time travel to create his ideal Earth by systematically preventing anyone from ever becoming a super hero and by establishing a secret council of super villains, **THE MAKER'S COUNCIL**, that rules the world from the shadows.

But now the Maker is gone, locked away for the next eleven months by inventor **HOWARD STARK**. Howard's teenage son, **TONY**, took on the codename **IRON LAD** and began recruiting a network of heroes to fight back against the Maker's Council and prepare for the Maker's return.

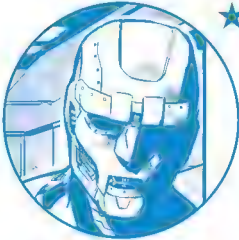
One of these heroes is **AMERICA CHAVEZ**, an amnesiac young woman rescued from the clutches of the Council, who had been siphoning her unbelievable power. But even she was no match when the **ULTIMATES** were ambushed by Councilmember the **HULK**. Though **DOOM** managed to rescue them after a brutal defeat, Iron Lad remains in critical condition. Yet the Ultimates persevere...

THE ULTIMATES

CAST:



IRON LAD
TONY STARK



DOOM
REED RICHARDS



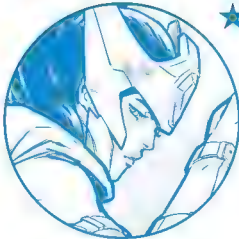
CAPTAIN AMERICA
STEVE ROGERS



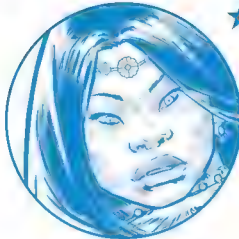
HAWKEYE
CHARLI RAMSEY



THOR
GOD OF THUNDER



SIF
WARRIOR GODDESS



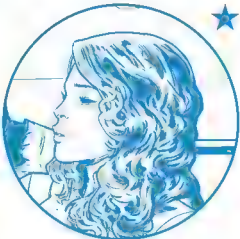
SHE-HULK
LEJORI JOENA ZAKARIA



GIANT-MAN
HANK PYM



WASP
JANET VAN DYNE



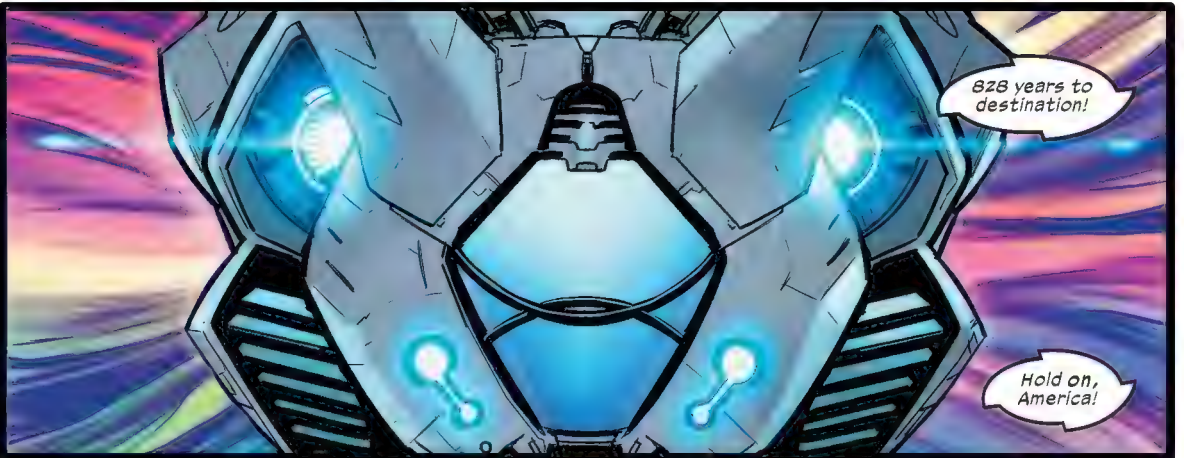
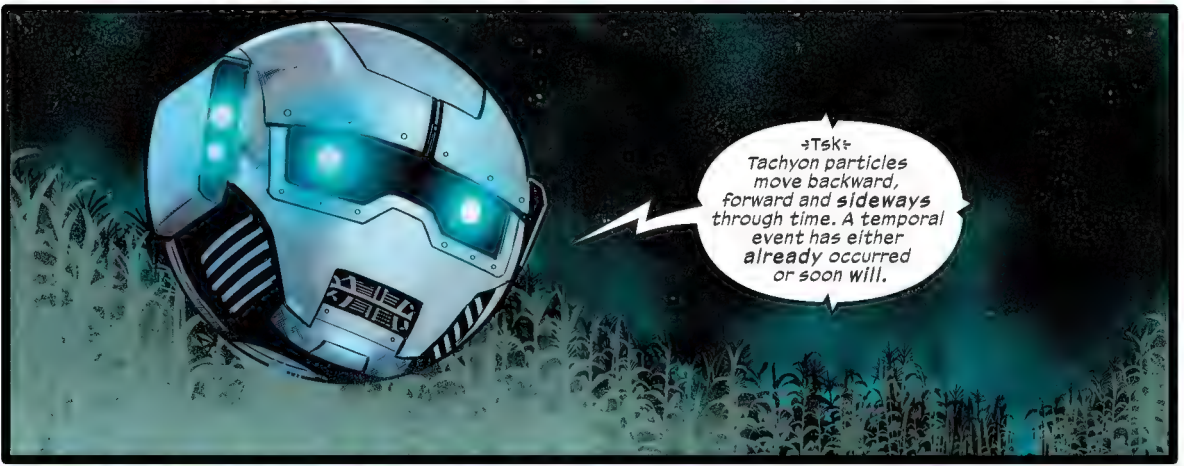
AMERICA CHAVEZ
COSMIC POWERHOUSE

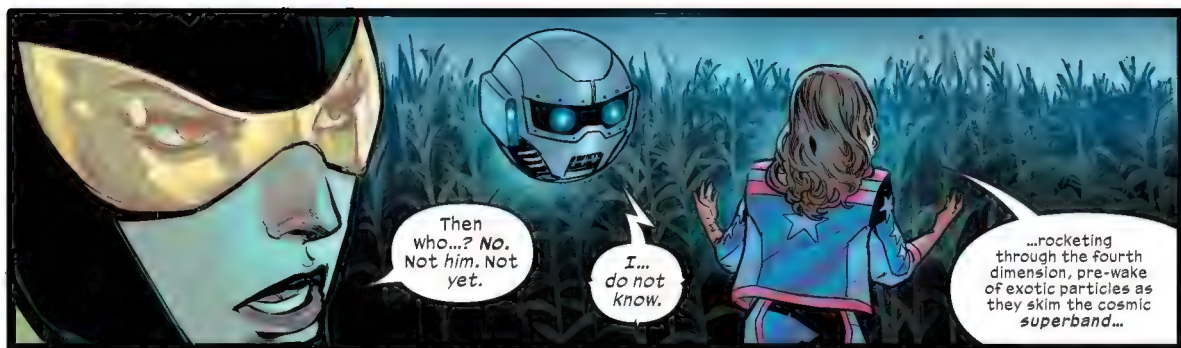


THE HUMAN TORCH
JIM HAMMOND

JANUARY 2025







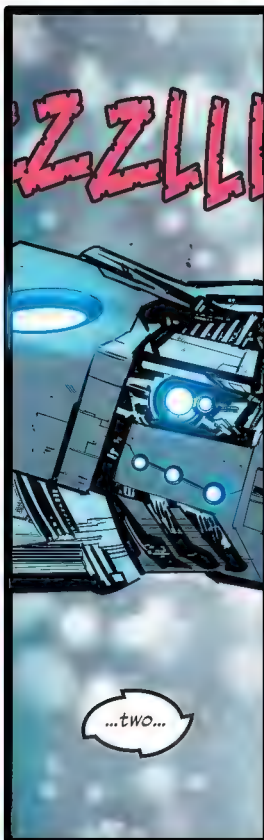
Then
who...? NO.
Not him. Not
yet.

I...
do not
know.

...rocketing
through the fourth
dimension, pre-wake
of exotic particles as
they skim the cosmic
superband...



Approaching
Destination! Brace
for transition into
real-time in
three...



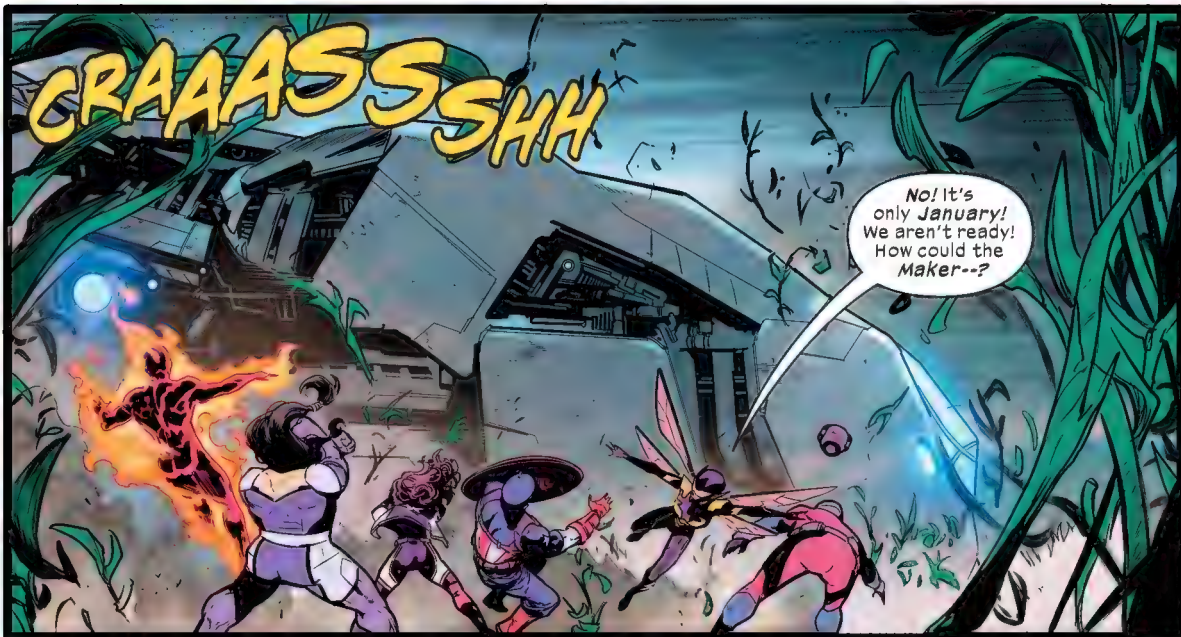
...two...



...one...



BOOM!



CRAAASSSHH

No! It's
only January!
We aren't ready!
How could the
Maker--?



Crossed...
uncountable *eons*...
pursued by 4D
hyperconquerors
through the
rise and fall of
empires...

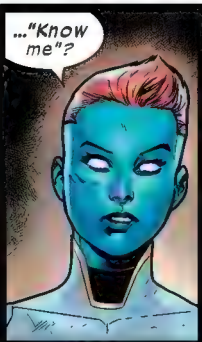
...waded
through drowned
armies of twisted
pseudo-legends
facedown in the
SuperFlow...

...traded
information
with the vast,
cool intelligences
outside of
time...



...all to find you!
America, our
America!

Uh. Do I
know you?



...*"Know
me"*?



Together we
defeated the
Ultron Dominion,
splitting ourselves
through the
Infinity prism
to fight
simultaneously in
every moment
of time and
space!

When the 24th Celestial
Host returned and judged
the Milky Way a failure, it
was *us* who developed a
new form of *super-
diplomacy* to convince
them otherwise!

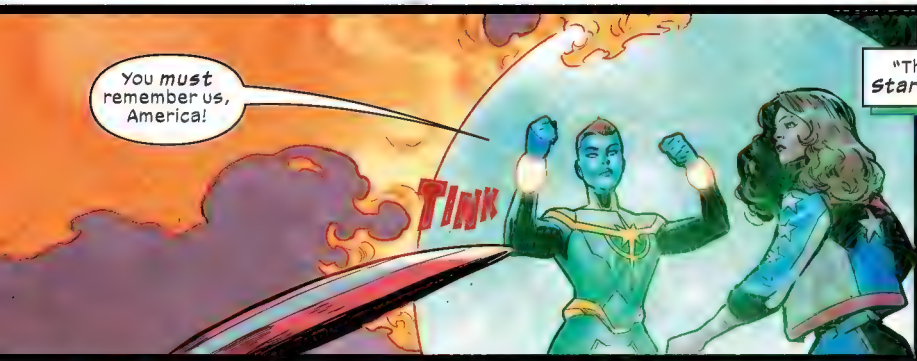
And it was *your* idea to work
together to generate enough
cosmic energy to convert
contraction to *expansion*,
turning the *Negative Zone*
into the *Positive Zone* and
ushering in a new age of
abundance, peace and growth
for that backward
universe!



We are the
Guardians of the Galaxy!
The greatest
heroes of the 61st
century!

*Know
us?* You're
one of us! We
came here on a
ship powered by
pure hope to
save you from
this broken
past!





You must remember us, America!

"That's Star-Lord..."



"...Master of the Solar System, lord of the Twelve Houses and the land beyond the sun!

H-Hank...?

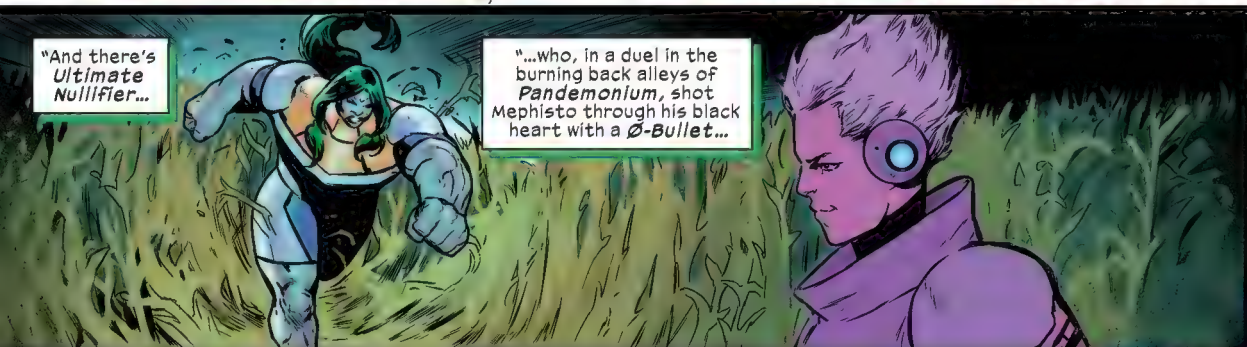
The stars sing different, sadder songs now. Like far-off funeral music.

These guys have powers we don't even have names for!



"And there's Ultimate Nullifier..."

"...who, in a duel in the burning back alleys of Pandemonium, shot Mephisto through his black heart with a Ø-Bullet..."



There's no need to struggle. There's nothing to struggle against.

"...single-handedly erasing the concept of eternal suffering from the universe."

I just zeroed out your kinetic energy.

The N-Guns can nullify anything I fully understand. We learned thermodynamics in the third grade.

Rrrrrr...

Try to remain calm. We'll be done here soon.





Surely you remember *Cosmo Starstalker*, who stayed behind to protect humanity after all other canines ascended to a higher state of being--*the Ultimate Good Boy!*

We never gave up on you, America. *Never.*



And I'm *Captain Marvel*, Protector of the Universe, wielder of the *Omni-Bands!*

You...you really don't remember me?



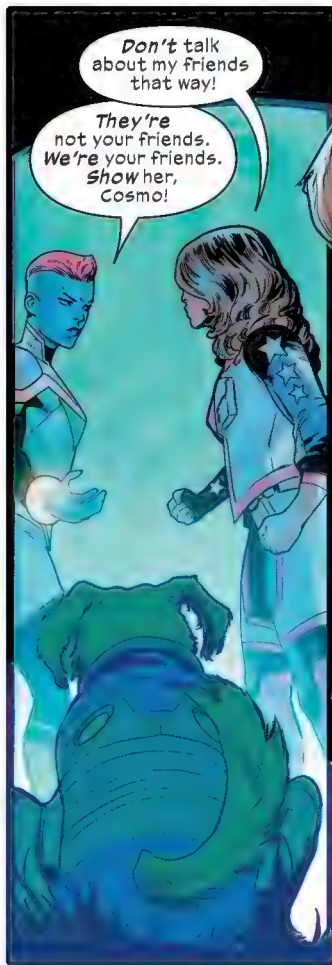
I... You...
...you're attacking my friends!



Them?
These twisted, depthless re-creations?



"These sad mockeries of what should have been...?"



Don't talk about my friends that way!

They're not your friends. We're your friends. Show her, Cosmo!



Sniff sniff
Don't worry, America. We'll repair whatever's--



Hey, what are you... You're in my...

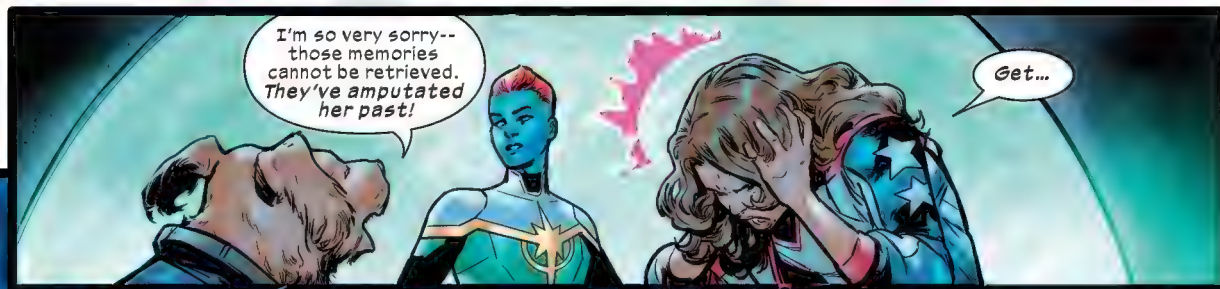


Butchers!
Her mind... it has been **cut open**. Again and again...with primitive psychic instruments.

Like performing brain surgery with a rusty saw!



My... head...



I'm so very sorry-- those memories cannot be retrieved. They've amputated her past!

Get...

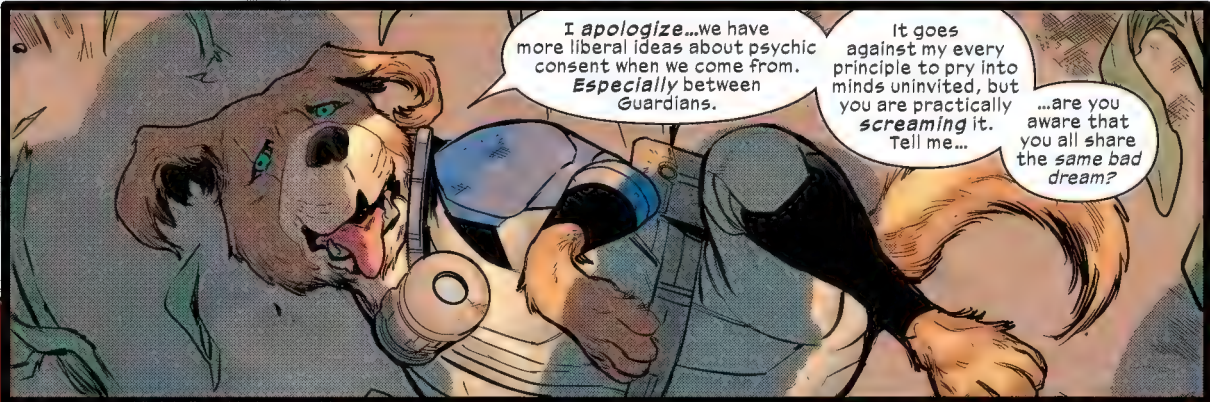


...OUT!





I've never kicked a dog in my life, but after what you just did to America, I'm considering it.



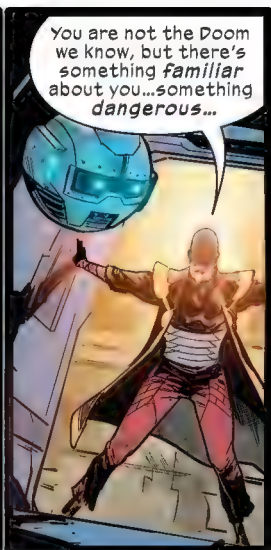
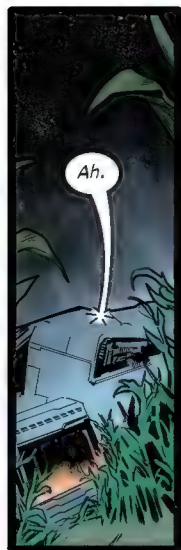
I apologize...we have more liberal ideas about psychic consent when we come from. Especially between Guardians.

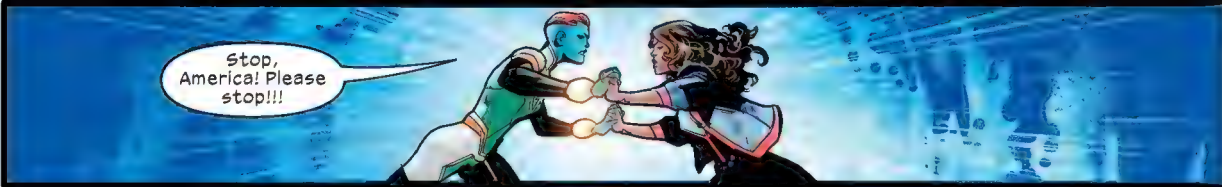
It goes against my every principle to pry into minds uninvited, but you are practically screaming it. Tell me...

...are you aware that you all share the same bad dream?

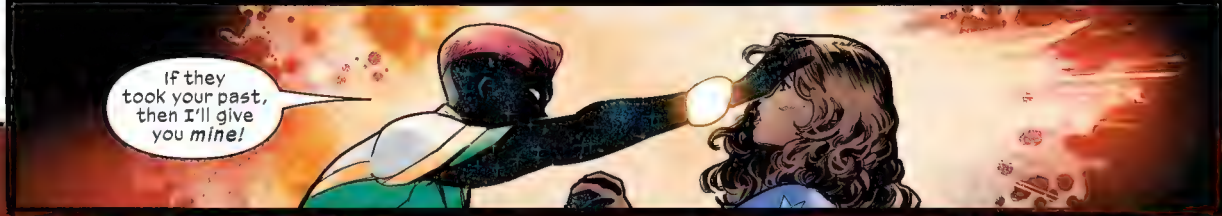


Look.





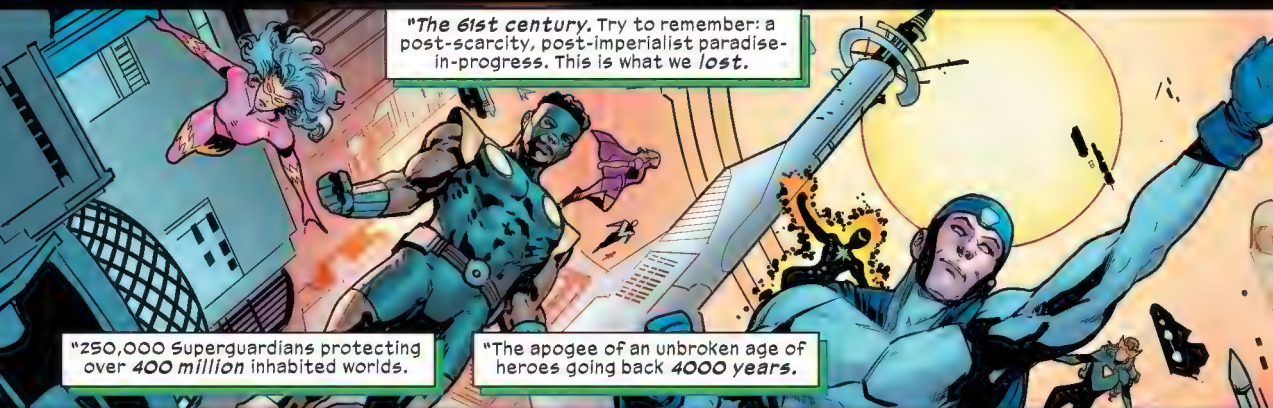
Stop,
America! Please
stop!!!



If they
took your past,
then I'll give
you mine!



"My life
is your life.
Remember?"



"The 61st century. Try to remember: a post-scarcity, post-imperialist paradise-in-progress. This is what we *lost*."

"250,000 Superguardians protecting over 400 million inhabited worlds."

"The apogee of an unbroken age of heroes going back 4000 years."



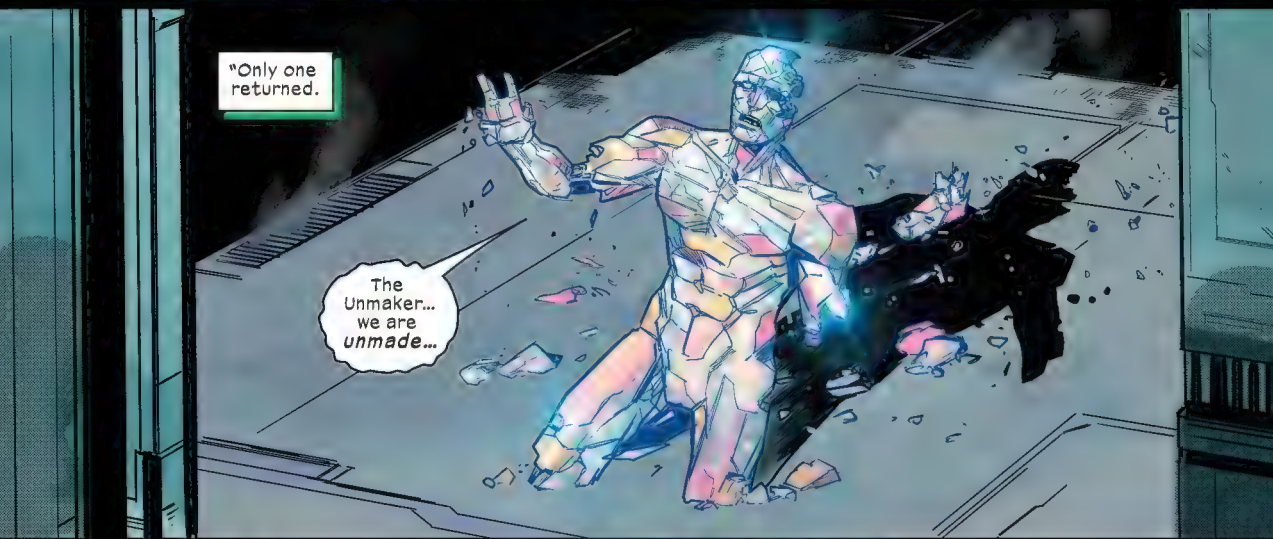
"The Guardians of the Galaxy saved the universe on a monthly basis for *millennia*. Perhaps that's why we were so confident we would do so *again*."

"*Captain Universe* was the first to notice. It presented as sharp chest pain and crushing grief, radiating from the 21st century and down the right arm."

"Soon, temporal seismographs were giving off impossible readings, indicating a *catastrophe* in *time*."



"A group of our most experienced Guardians was sent to the past to investigate."



"Only one returned."

The Unmaker... we are *unmade*...

"The greatest minds of the galaxy convened: Mentor-137, the Parliament of Worldminds, the Human Supreme Intelligence, the Eternal Uni-Mind.

"Ideas were suggested, debated and discarded at the speed of light.

We must remember our oath: **Save everything.**

"It was an impossible challenge. Creation itself was racing to erase us.

"So we did the impossible.

"We turned the entire 61st century into an ark, a **Century-Ship**, and piloted all 100 years out of our unraveling reality...

"...and into the **Superflow**, the informational space between universes.

"We escaped creation.

"But creation *followed* us. We found an *army* stationed just outside of time, led by a mad, brilliant conqueror.

"While the rest of us fought to protect our fragile century--

"--our most powerful members--Captain Universe, Starbrand, Molecule Boy, Giraud the Phoenix, and even Gary, wielder of the Infinity Gauntlet--struggled to maintain the integrity of the ship, of a present without a past or future.

"It was an impossible challenge. Even for them.

"How to describe the death of a universe? The head holds only fragments, moments:

"Xandar the Brightmind, Hero-Star of Tranta, so overcome with grief it went *nova*, then collapsed into a black hole...

"The ten billion descendents of Banner, the so-called *Planet Hulk*, trying to hold back reality with their *bare hands*...

"The terrible, bloated corpse of Galactus the Lifebringer, *Seeder of Worlds*...

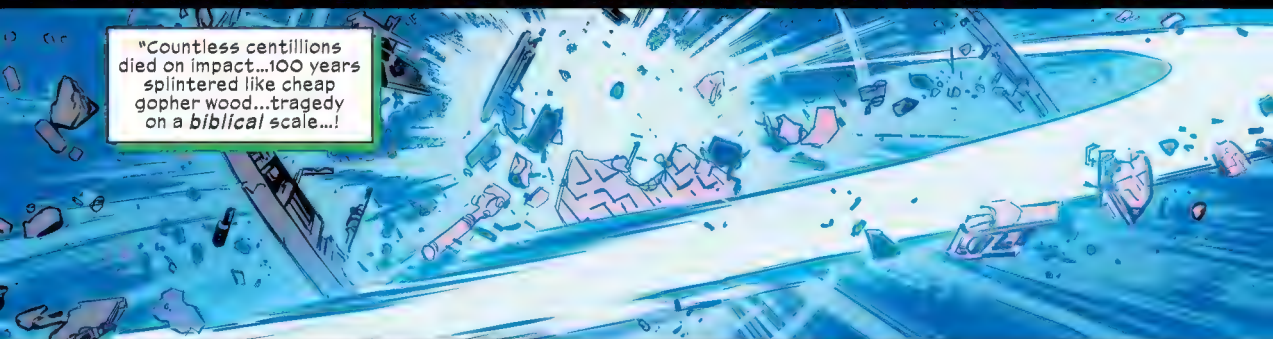
"...floating through space like a rotting rogue world, and the terrible things that had begun to grow *inside* it...



"As the 61st century fell apart around us, we pointed our ship back the way we *came*, into whatever reality had replaced *ours*."



"Hoping for a *soft* landing..."

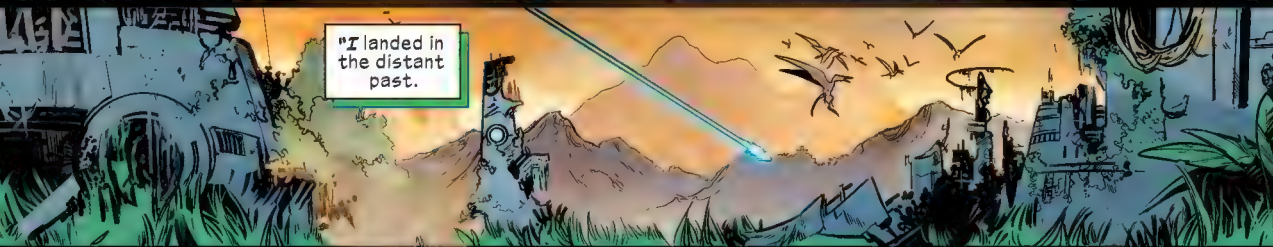


"Countless centillions died on impact...100 years splintered like cheap gopher wood...tragedy on a biblical scale...!"



"A few Guardians survived..."

"...thrown faster than light through time in every direction."



"I landed in the distant past."



"With only Stone Age tools, I built our ship, the *Apokatastasis*, out of the broken fragments of the 61st century and began the search for other survivors."



But America's been here--being tortured--for years. Why are you just coming for her *now*?

There is a 62-year span of "hard time" from 1963 to 2024, impenetrable even to us. The origin of the temporal anomaly that unmade our universe.



You must have landed *inside* that period--your momentum and unique cosmic energy field somehow piercing the Unmaker's barrier.

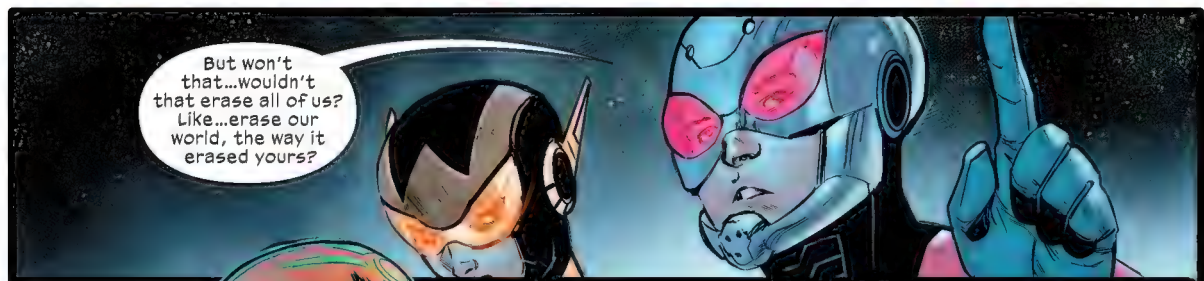
I feared...I thought you were...until Cosmo finally caught your scent 5000 years from now! We came to rescue you!



I--I don't know. I--



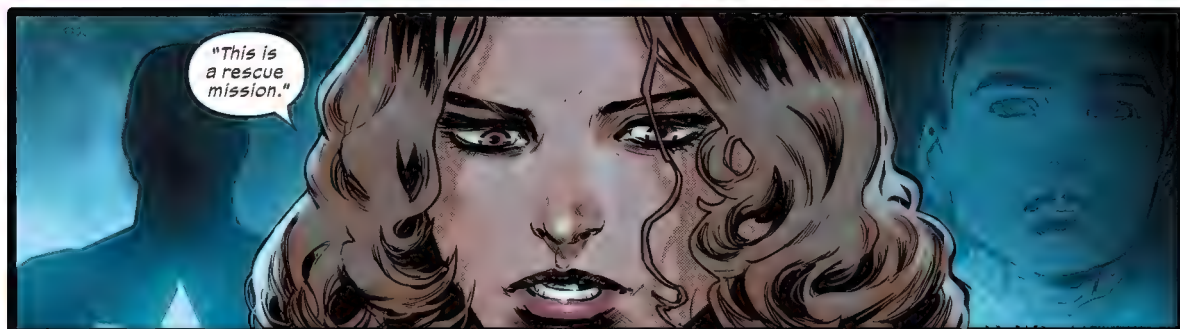
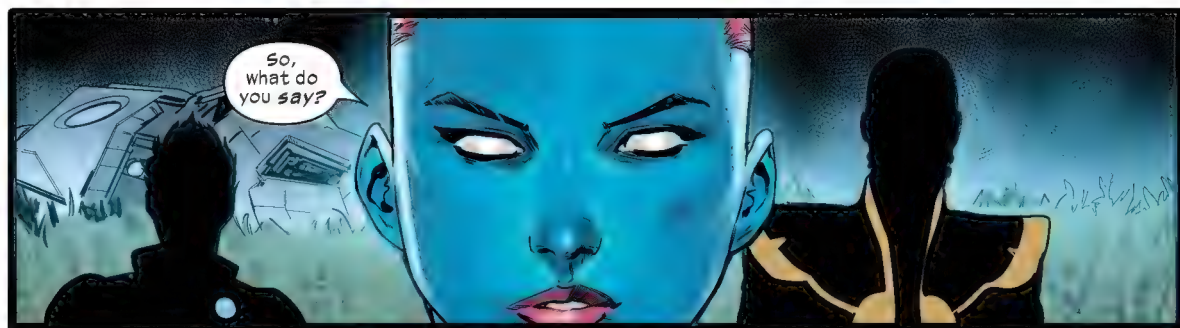
Once we've rescued everyone, we'll find a way to break the barrier and undo the Unmaker's work--restoring the rightful future, saving our universe and our friends.



But won't that...wouldn't that erase all of us? Like...erase our world, the way it erased yours?



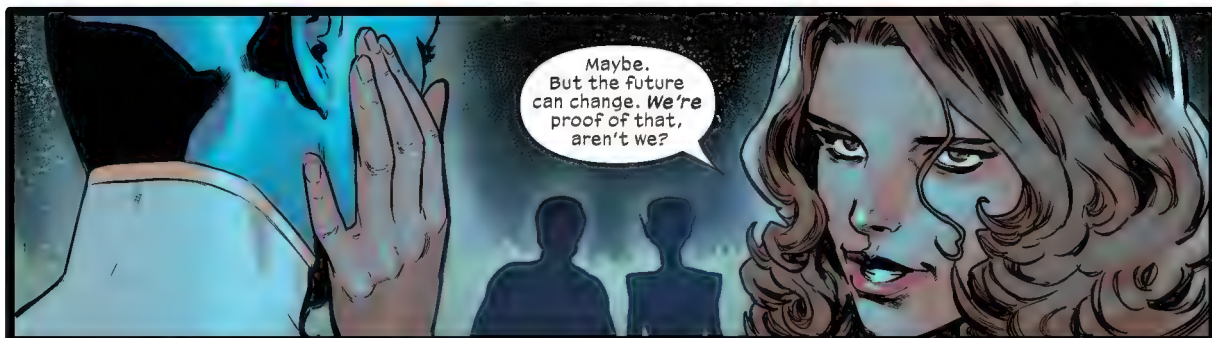
There are ways around that. We have methods of timeline pruning and replanting. Given time, we can save everyone.





"You lose,
America!"

"The
Unmaker
wins!"



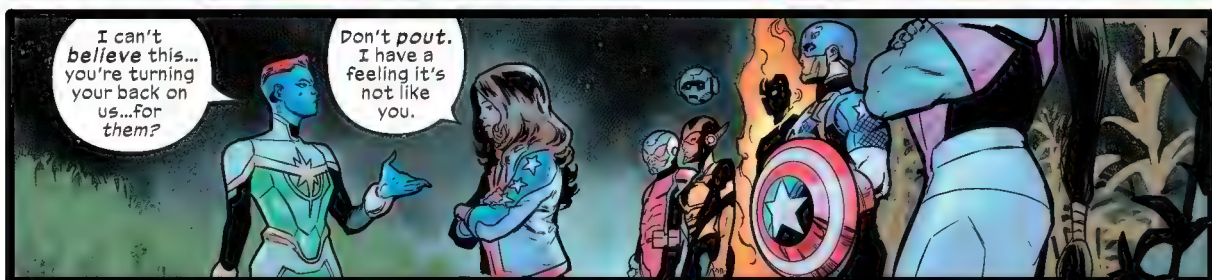
Maybe.
But the future
can change. *We're*
proof of that,
aren't we?



What *I* don't get is,
they came to this
exact spot by tracking
America's unique aura.
But America was only
here because Doom
detected them
coming hours
ago.

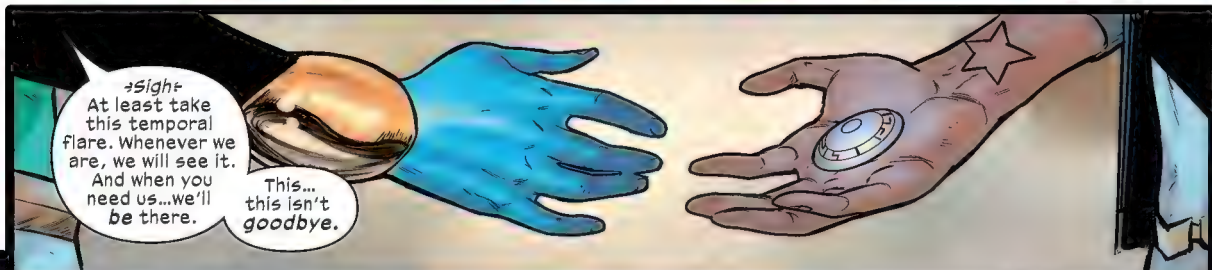
So which
came *first*?
What caused
what?

Best
not to think
about it,
honey.



I can't
believe this...
you're turning
your back on
us...for
them?

Don't *pout*.
I have a
feeling it's
not like
you.



Sigh
At least take
this temporal
flare. Whenever we
are, we will see it.
And when you
need us...we'll
be there.

This...
this isn't
goodbye.



You've broken
my heart, but my *purpose*
remains intact. There are *other*
Guardians stranded out there...
and we can't rest until we've
found them *all*.

"Save
everything."

The
Guardian
oath. You *do*
remember.

"Good luck,
America.
I do not
envy you."

"I've *seen* this
world's future.
It's all *impossible*
choices and *tragic*
outcomes."



TEN MONTHS REMAINING...



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ARTIST: **JUAN FRIGERI**
COLOR ARTIST: **FEDERICO BLEE**

LETTERER: **VC's TRAVIS LANHAM**
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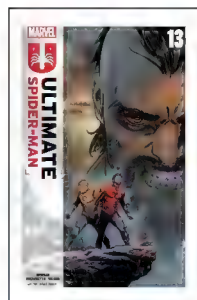
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SPIDER-MAN #13**
.....
BY JONATHAN HICKMAN
& MARCO CHECCHETTO



**ULTIMATE
BLACK PANTHER #12**
.....
BY BRYAN HILL &
STEFANO CASELLI



**ULTIMATE
X-MEN #11**
.....
BY PEACH MOMOKO



ULTIMATE WOLVERINE #1
.....
BY CHRIS CONDON
& ALESSANDRO CAPPUCCIO



1

.....

A diabolical genius known as **THE MAKER** used time travel to create his ideal Earth by systematically preventing anyone from ever becoming a super hero and by establishing a secret council of super villains, **THE MAKER'S COUNCIL**, that rules the world from the shadows.

The **EURASIAN REPUBLIC**, ruled with an iron fist by the ruthless triad of **PIOTR RASPUTIN (COLOSSUS)**, his sister **ILLYANA RASPUTIN (MAGIK)** and **ARKADY ROSSOVICH (OMEGA RED)**, has become one of two places in the world for all known mutant activity. The trio have created "**DIRECTORATE X**," a secret division of the government that seeks to exploit the unique genetic powers exhibited in mutantkind, headed by **DR. ALONYA PROSTOVICH**.

But no power exists without its checks and balances. A covert group called **THE OPPOSITION** arose to free mutants from experimentation and Republic control...



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Near the border of the Eurasian Republic and Latvia, E.R. airspace.



Look at him.

You think he can hear us?

Why don't you ask?

I'm not asking him nothing. Creeps me out...

I heard he was part of an experiment gone wrong in the North American Union.

Gorokhovsky in infantry, he says he's not a man at all...

He says he's pieced together from corpses of soldiers who died in combat.

He says he *can't* die. They blow him up, stab him, shoot him. He always comes back, same as before.





Holy
...

"Look! A
survivor!"

you
owe me a beer,
Sukolov.

I owe you
[redacted]. They *said*
there would be no
survivors from the
airstrike. They
did.

Blast
like that...

Well,
explain *him*. If
it were up to me,
we'd exterminate
all these Opposition
dogs. Terrorists.
Killers.

Hnn...

Sukolov,
tell me: What
do you do with
an injured
dog?

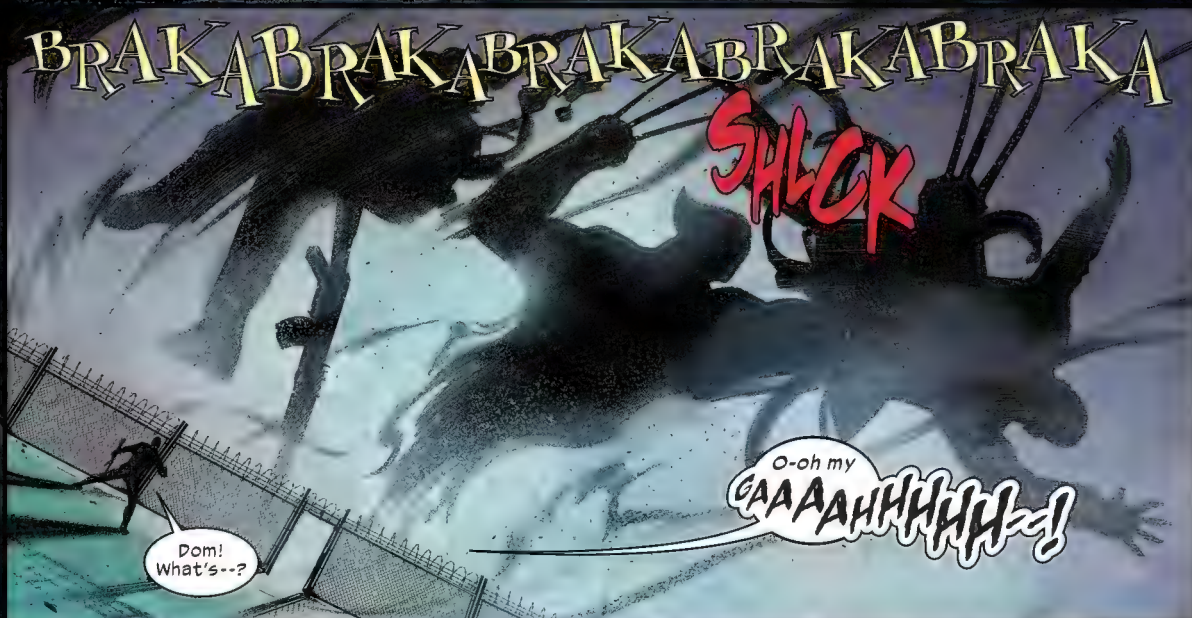
Hrrrrrr--

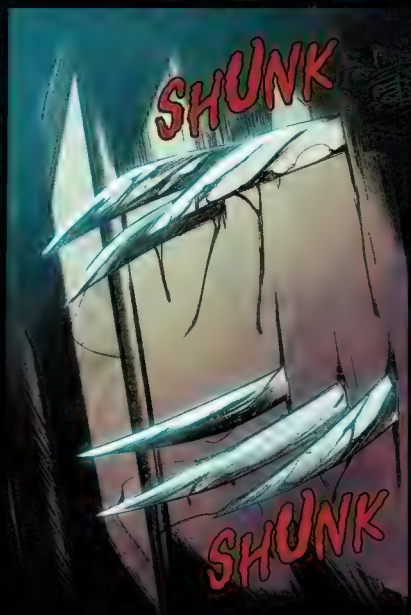
SKRNGH

You
shoot
it.

CLIK









This is same specimen who survived air strike on Opposition compound outside Rasputingrad, yes?



And a bullet at point-blank range to the temple, Magik. He regenerated his whole body in record time and had strength enough to kill the soldier who shot him.

Hmm... impressive.

Come, Arkady. Jealous?



No, Piotr...I think I like him.

Subject originates from the North American Union like some of the other Opposition forces, though it hasn't spoken since we brought it to Moscow.



So... what can we do with this?

We have attempted skeletal enhancement before, as you know.

Yes... I recall your last failure.

And we cannot permit another such failure, Dr. Prostovich.



I don't think you need worry... not with this specimen.

ARRGH--



It seems... wild.

For now, yes. But what this specimen has that other specimen lacked is simple: *instinct*. He's a survivor.



An example: We try to administer a sedative four times. Four times we *lose* the technician.



Then it cannot be controlled. This specimen is useless.

All due respect, dear leader...



...but I think you forget it is not the only specimen we have here.

For starters, yes.

You mean the telepath?



Once we have it under control, I do not think the Opposition will be a problem much longer. And that? That is *quite* useful.



He maketh
me to lie down in
green pastures: he
leadeth me beside
the still waters.

He restoreth
my soul: he leadeth
me in the paths of
righteousness for
his name's sake.

BRAKABRAKABRAKABRAKABRAKA



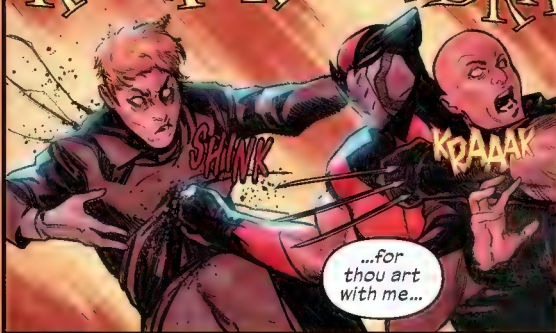
yea, though
I walk through
the valley of the
shadow of
death...



SHUK

...I will
fear no
evil...

BRAKABRAKABRAKABRAKABRAKA



SHUNK

KRAAAK

...for
thou art
with me...



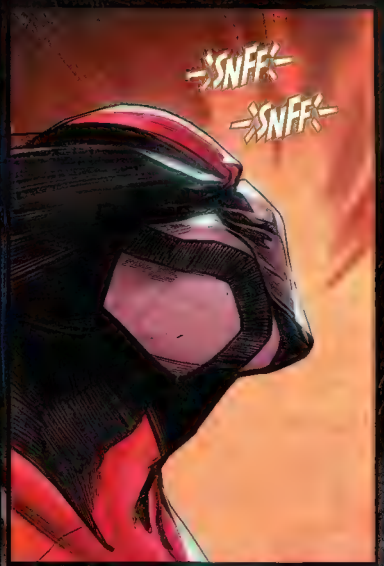
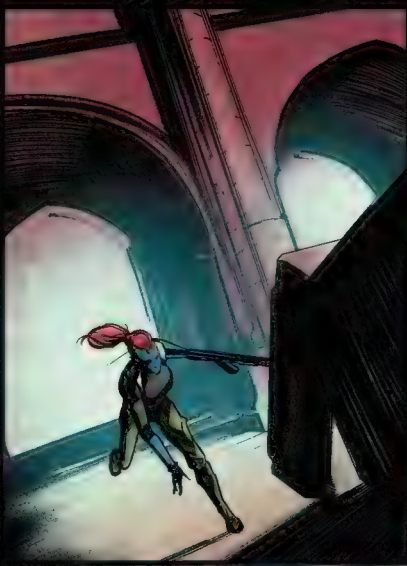
SHUK

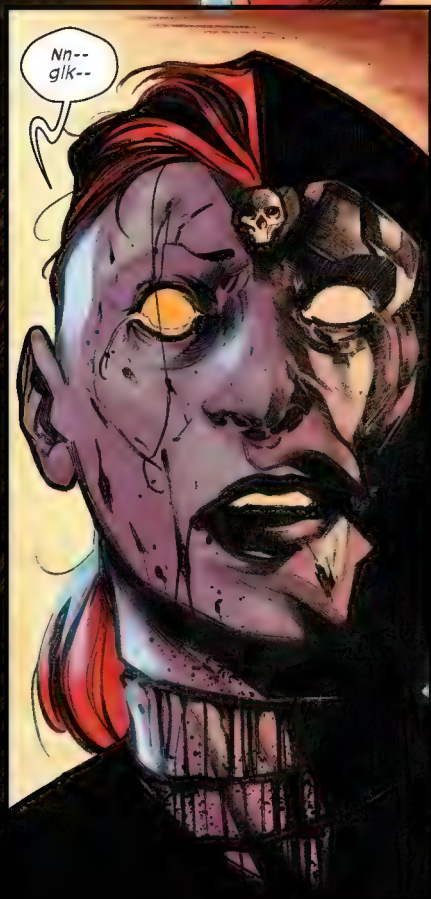
...thy rod
and thy staff
they comfort
me.

BRAKABRAKABRAKABRAKABRAKA



Thou preparest
a table before me in
the presence of mine
enemies: thou anointest
my head with oil; my
cup runneth over.









Sedate but not sedated. He is under control.

Precaution. Its mind is empty. Ours for molding.

Yet it is chained?



Its allegiance will be only to the Eurasian Republic?

Yes, Colossus. Its memories have been wiped completely. It will not even know its own name.



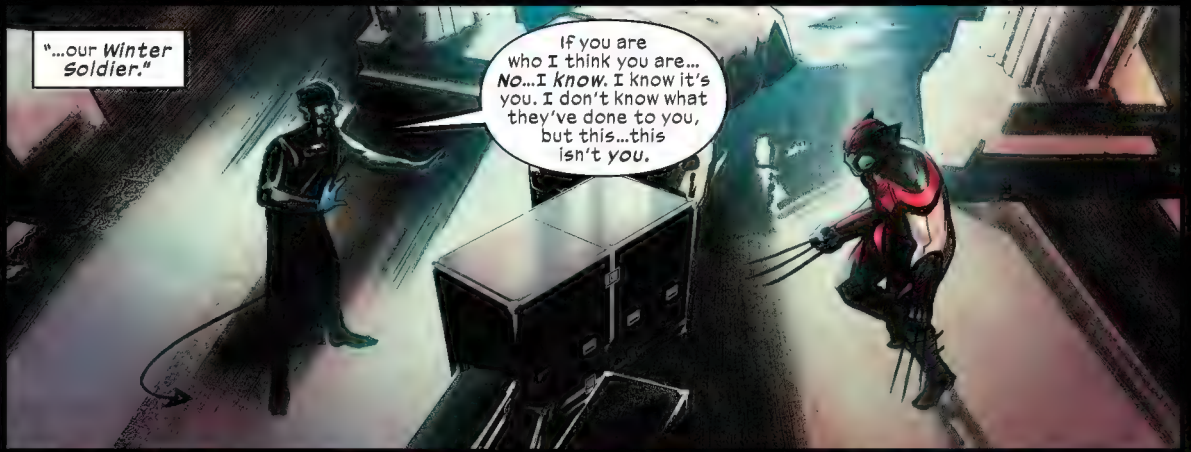
But that instinct—its *survival instinct*—will remain. You will not find another specimen like it. Close, maybe. But this specimen is truly unique.



Its past self is dead. "Logan" it was once called, but no more. We have taken to calling it by a nickname. Seemed fitting.

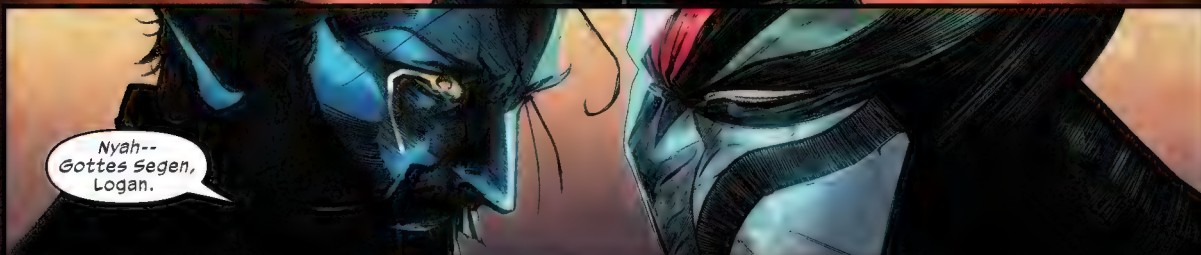
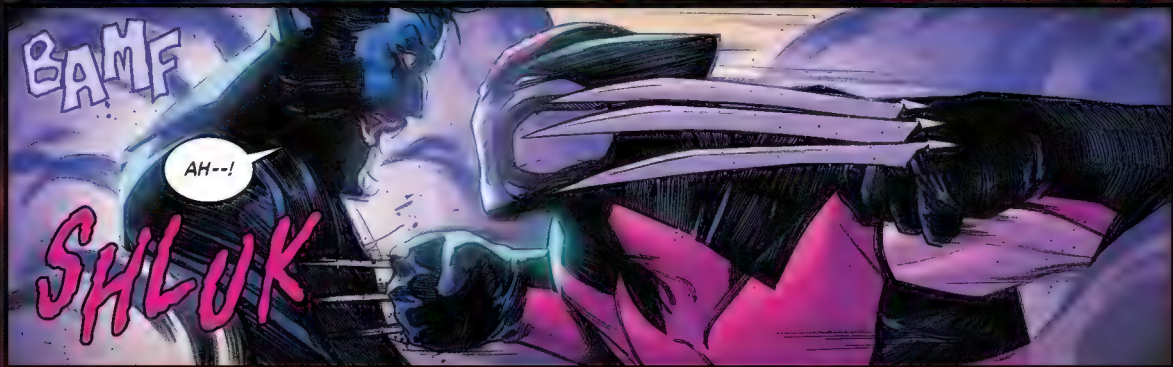
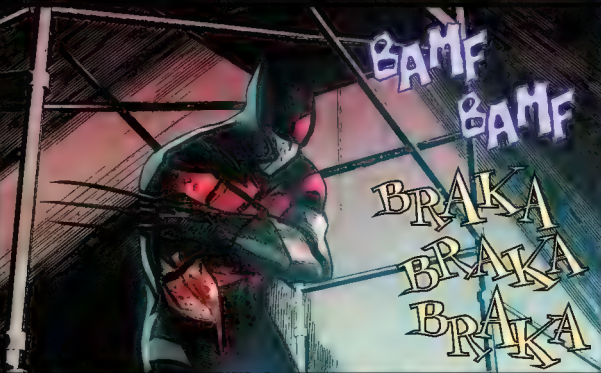


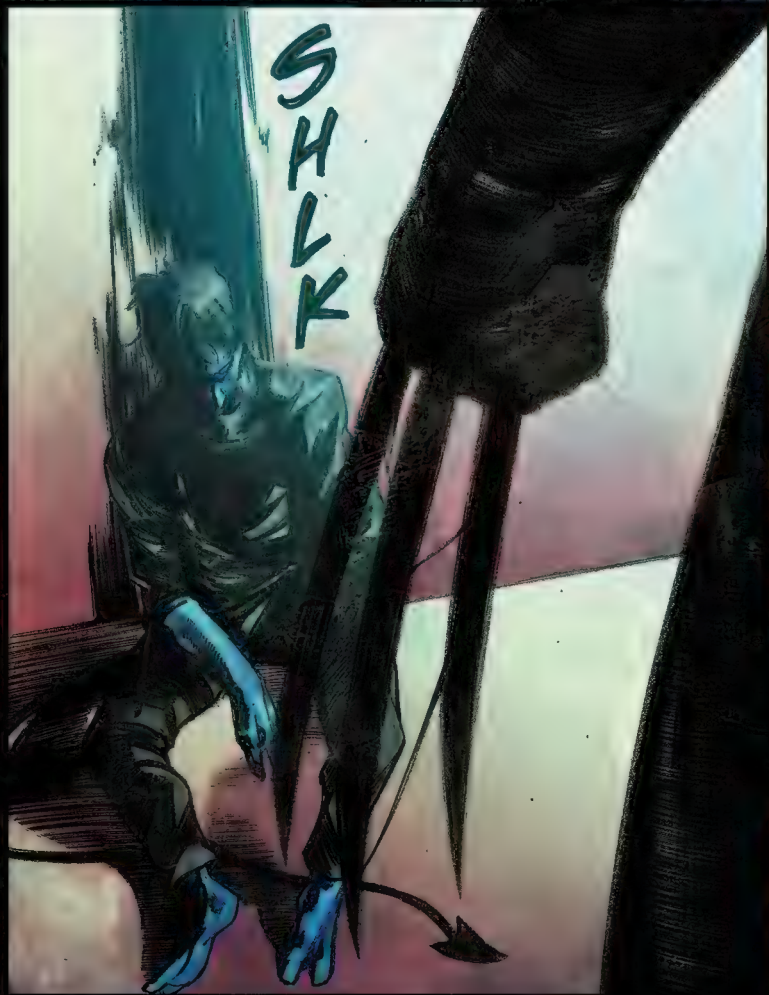
Lived, died and born again as we choose. It will be cold-blooded, relentless, *merciless*. We call it...

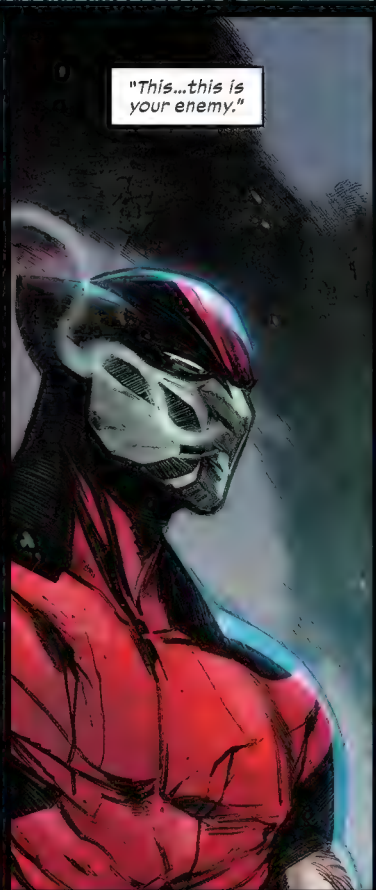
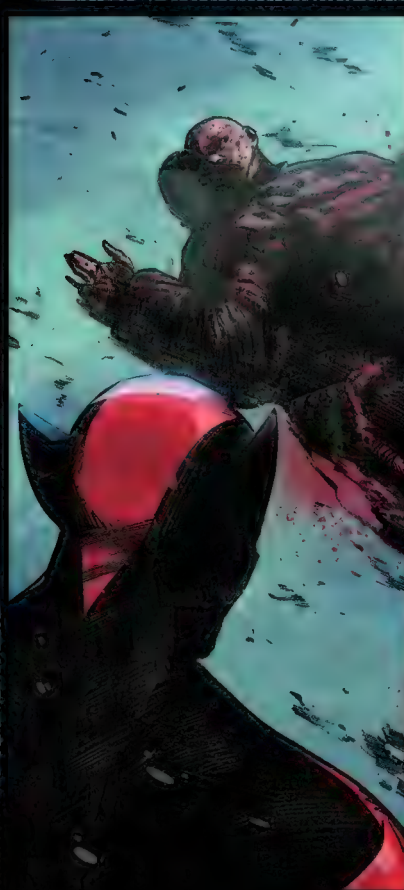












"This...this is
your enemy."



They are dirty.
They are cowards.
They are *wrong*. But...
we have one thing in
common. We both
know how to
fight.



Difference
is... We know how
to win.

Look
at these two.
Escaped two years
ago from the East
Berlin Camp.



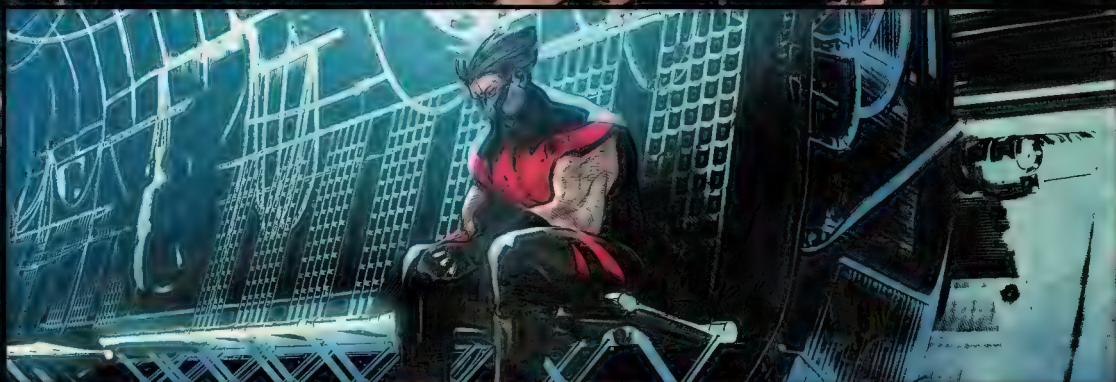
They could
have been part of
the solution. Like you.
Part of *history*. Given
themselves, their
bodies, their abilities
for the Republic.



Instead,
they are running
away. But not you.
You--you are a
fighter.



You, my
friend...you
aren't part of
history. No...you
are history...



"The Lord is my shepherd; I shall not want.



"He maketh me to lie down in green pastures: he leadeth me beside the still waters. He restoreth my soul: he leadeth me in the paths of righteousness for his name's sake.



"Yea, though I walk through the valley of the shadow of death...



"...I will fear no evil."

TO BE CONTINUED...

CONTENT:
Recovered at St. Michael's raid
Jan. 18, E.R. borderlands

MARKED FOR:
DESTRUCTION

A Prayer

My friends, we have prayed together many times and in many situations. If you are new to this parish, others have been with us for years, others decades—long before I accepted the call. I ask you all to pray with me now.

Our lives have been fraught since the time of our birth; that much is certain. But we have instilled within us a hope—a light within each of us that we must follow as we strive to bring order to our world and justice to our people. Our skin may be different, our genetics unique and supernatural. For this, we have been hated, hunted and used for nefarious deeds outside of our control. Those of us who have escaped the tortures of the leaders in Moscow know firsthand the suffering endured to bring their poisonous visions to life. I pray that those of you who have been born free of this never know the pain many of us still experience when the lights are low and our spirits dampened.

We fight a good fight, my friends. Not because we are idealistic or have some ulterior political motive. We fight for our lives. It is survival—pure and simple. We have lost many in this fight. We have lost friends and loved ones, husbands, fathers, mothers and sisters. Just this last week, I lost a friend. A dear friend. So tonight, I pray for him. He would, I'm sure, tell me to spend my prayers in better places. But I cannot. I pray for him, I pray for his body, but more than that, I pray for his soul. He was a good man. A better friend than I'd ever known. I pray that he knew this till the end. I pray that I remember his sacrifice when my own time comes, so that I too may live as righteously as he. I pray tonight, for him. May we all pray for him and all our loved ones hurt or lost.

I miss my friend, as I am sure we all grieve for those we hold dear. He will remain in my heart and survive in my soul. I pray for him, and I smile when I think of the times we spent together; the good and the bad. I shall remember, always, his voice, thick and gruff from years of drink and hard living, when he called me a simple name. A pet name. I pray I remember it always.

He called me Elf.

May we all remember these little things, for these are the things that matter.

Amen.

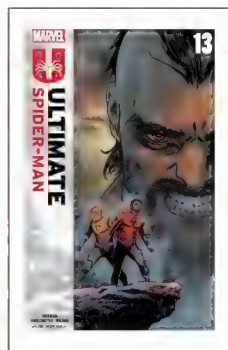
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ULTIMATE SPIDER-MAN #13

BY **JONATHAN HICKMAN**
& **MARCO CHECCHETTO**



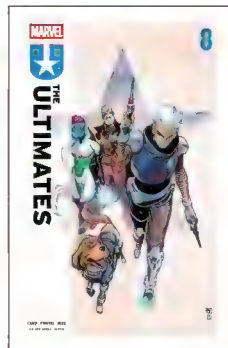
ULTIMATE BLACK PANTHER #12

BY **BRYAN HILL** & **STEFANO CASELLI**



ULTIMATE X-MEN #11

BY **PEACH MOMOKO**



ULTIMATES #8

BY **DENIZ CAMP** & **JUAN FRIGERI**



14

Twenty years ago, **THE MAKER** prevented a radioactive spider from biting a young **PETER PARKER**. He likewise prevented the creation of any other super heroes and formed a secret council to rule the world from the shadows.

Thirteen months ago, **TONY STARK** sent Peter that same radioactive spider along with a picotech suit. Since then, Peter has used the incredible powers granted by the spider's bite to fight crime alongside **GREEN GOBLIN**, a.k.a. **HARRY OSBORN**, co-C.E.O. of **OSCORP**.

But on Christmas, Peter's wife, **MARY JANE WATSON-PARKER**, learned that her husband and Harry were both missing, with Peter replaced by the highly advanced A.I. in his suit. Peter's son, **RICHARD**, donned the suit to replace the missing **SPIDER-MAN**—but that led to a run-in with **BLACK CAT**. Meanwhile, the real Peter and Harry were fighting for their lives against **KRAVEN THE HUNTER** in the Savage Land...

ULTIMATE SPIDER-MAN

CAST:



PETER PARKER
SPIDER-MAN



MJ WATSON-PARKER
PR GURU



RICHARD PARKER
PETER AND MJ'S SON



MAY PARKER
PETER AND MJ'S DAUGHTER



HARRY OSBORN
GREEN GOBLIN



GWEN STACY
HARRY'S WIFE, OSCORP CEO



BEN PARKER
PETER'S UNCLE



J. JONAH JAMESON
BEN'S BUSINESS PARTNER



BLACK CAT
ONE OF THE SINISTER SIX



MOLE MAN
ONE OF THE SINISTER SIX



MYSTERIO
ONE OF THE SINISTER SIX



KRAVEN THE HUNTER
ONE OF THE SINISTER SIX



FEBRUARY

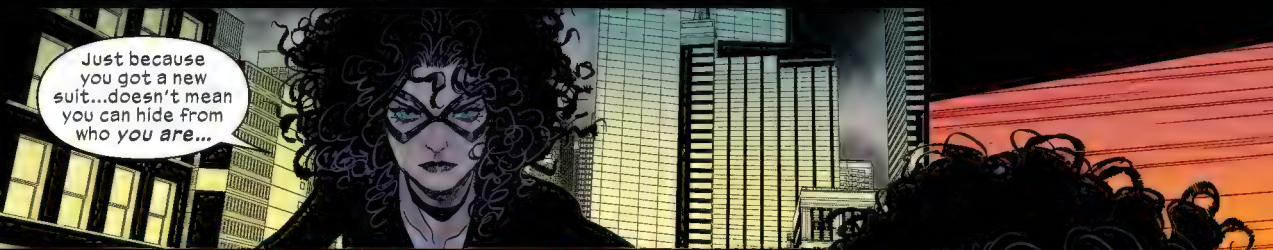


Who are you?

I told you! I'm the new Black Cat...and that's only because you and your friend threw my father off a building!

Look! I don't know who you think I am...but you've got the wrong guy.

I don't even know your dad! And even if I did, I wouldn't push him off a building!



Just because you got a new suit...doesn't mean you can hide from who you are...



...and what you did.

Woof. That was close...



...and I feel like you're not listening to me.

I feel like you're lying...

...because I know you are Spider-Man!

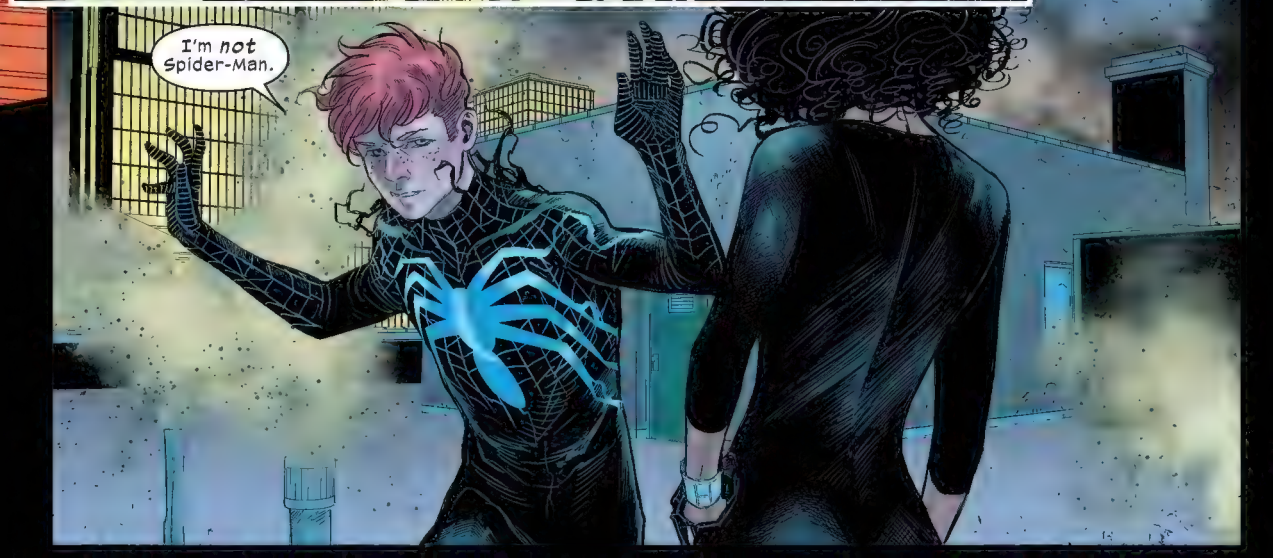
I'm telling you that you have the wrong--



You know what.

Never mind.

I'll just show you.



I'm not Spider-Man.



Wait,
you...you look--
How
old are
you?



I'm
fifteen...
...and
a half.



How
old are
you?

...

Almost
seventeen.

So...
sixteen.

And a
half.

...
You're
really not
Spider-Man,
are you?



Yeah. I
said that.
Exactly the way I
was supposed
to.

I was
direct. I was
emphatic. I
projected. My
enunciation was
clear...and I used
declarative
sentences.



...
Ah. You
read a lot
of books,
don't you?



A few.

I'm
Richard.



...
I'm
Felicia.

February 1.
Five miles from
the edge of the
Savage Land.

Kraven knows
about MJ and
the kids.

Four miles from
the edge.

He knows
about MJ and
the kids.

Three miles.

He knows
about MJ and
the kids.

Two miles.

He knows
about MJ and
the kids.

One mile from freedom.

He knows
about
MJ and
the Kids!



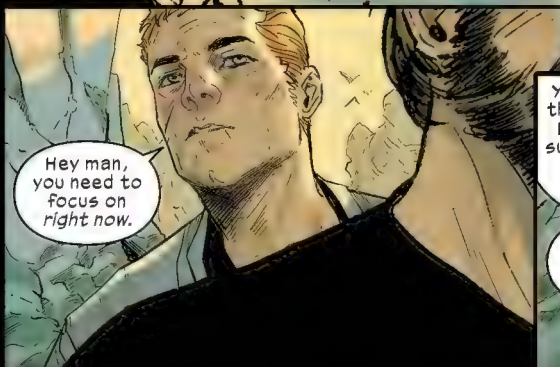
I'm worried
we're lost.

Peter?

yeah?

Are you
listening to
me?

yeah.



Hey man,
you need to
focus on
right now.



You need to focus on
that and nothing else.
Because we have to
succeed in *this* before
we can do anything
about what's
out there.

And you need
to come to grips
with what has to
happen.

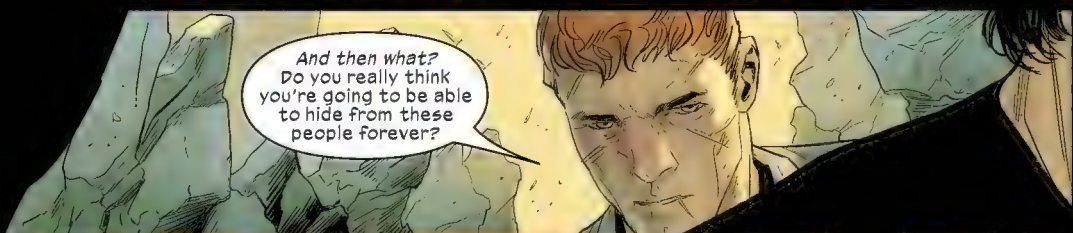
Don't tell
me what I
have to do,
Harry.

I know
what I have
to do.



And I
know in what
order.

We have
to escape first,
then hide our families,
then you suit up and
we take care of
business.



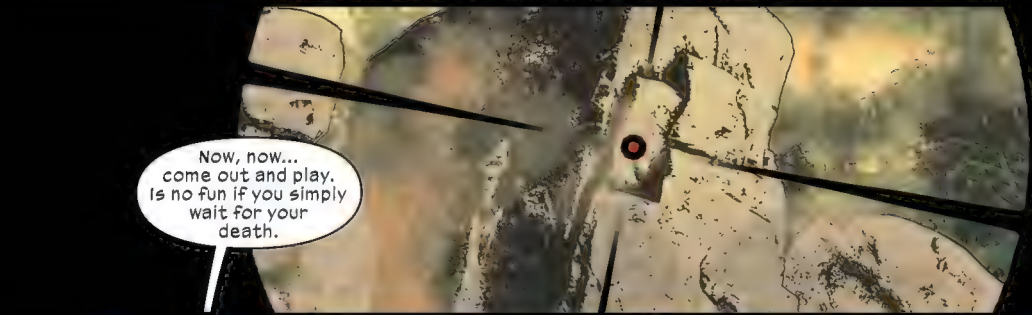
And then what?
Do you really think
you're going to be able
to hide from these
people forever?



Like you
said...let's
focus on the
now.

I'll worry
about later
if we get the
chance.





Now, now...
come out and play.
Is no fun if you simply
wait for your
death.



Yeah.
Something's
definitely wrong
with my leg.

I think
my ankle's
busted.

Can you
walk?

Got to,
right?



GRAB HIM

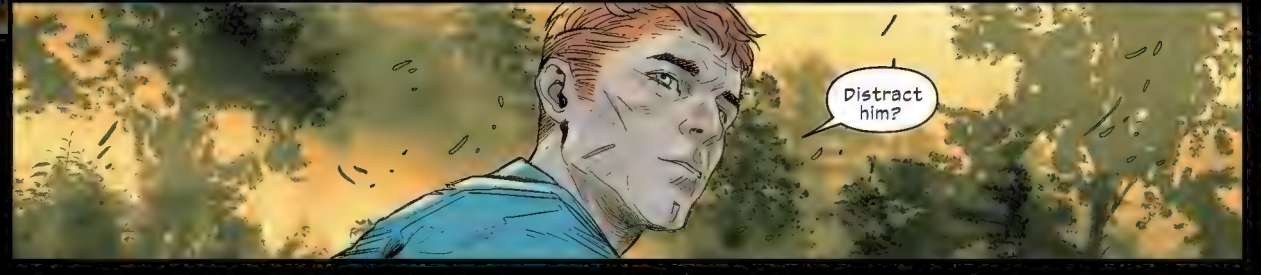


We've gotta
get to cover in
the jungle.

It's not
far--can you
make it?

I'll
make it.

Okay.
I'll distract
him. Then you
run for it.



Distract
him?







How'd you do that?



This is my domain. My refuge...

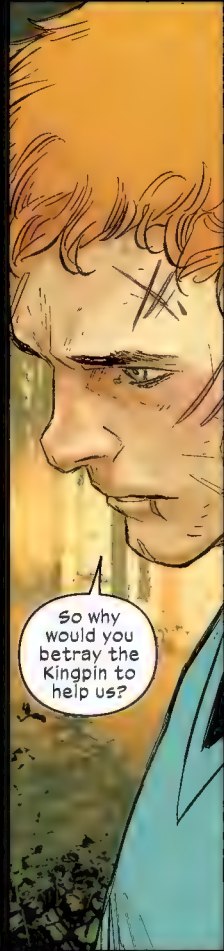
My place of peace, and I do not care for this current disturbance.



You're one of them, aren't you?

I am more of them than with them...

But, yes.

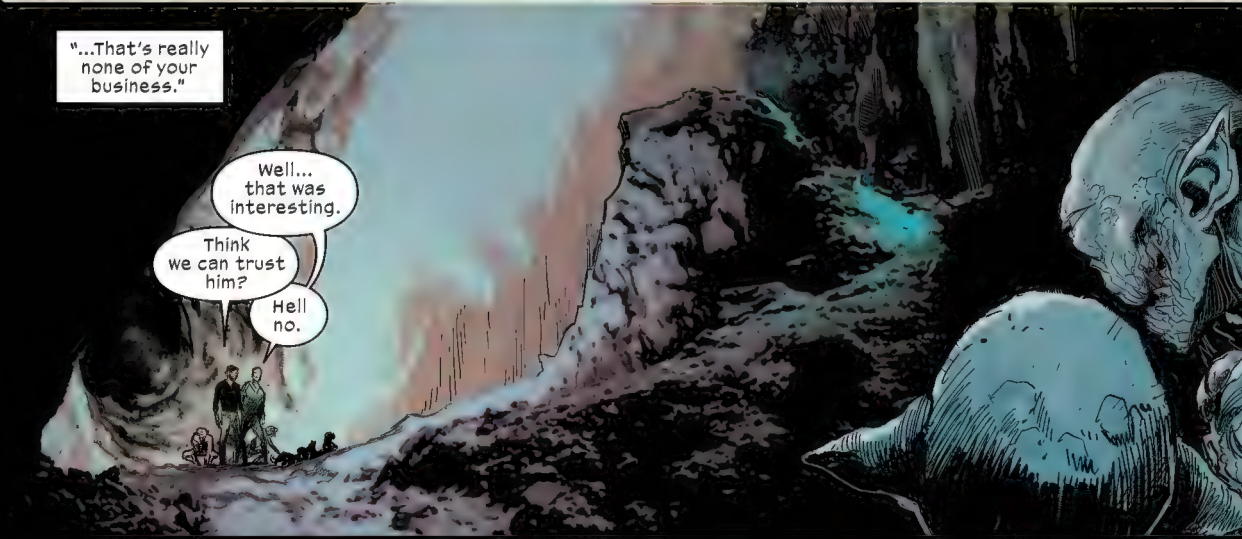


So why would you betray the Kingpin to help us?



Oh no, I would never dare to do such a thing over such things as you. But the Kingpin knows naught of Kraven's... excursion.

So...as for why I would help you?



"...That's really none of your business."

Well... that was interesting.

Think we can trust him?

Hell no.



Good luck, young heroes. But I fear that you are almost ou--ah!

What are you doing here?

Just observing this dangerous game you're playing.

It's surprising. How delightful.

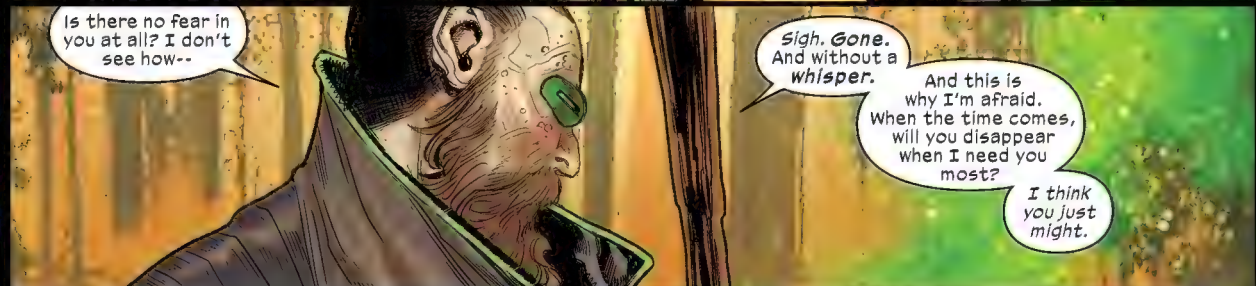
I never should have told you he had them... and I certainly should not have told you that they were here.

But you did. And any regrets you have, I promise, are pure folly.

You did the right thing... and I will not forget it.

Bah! I wish you would. And we should also forget this insane plan of ours.

The closer we get to our day of action... the more I fear it will be the end of us both.

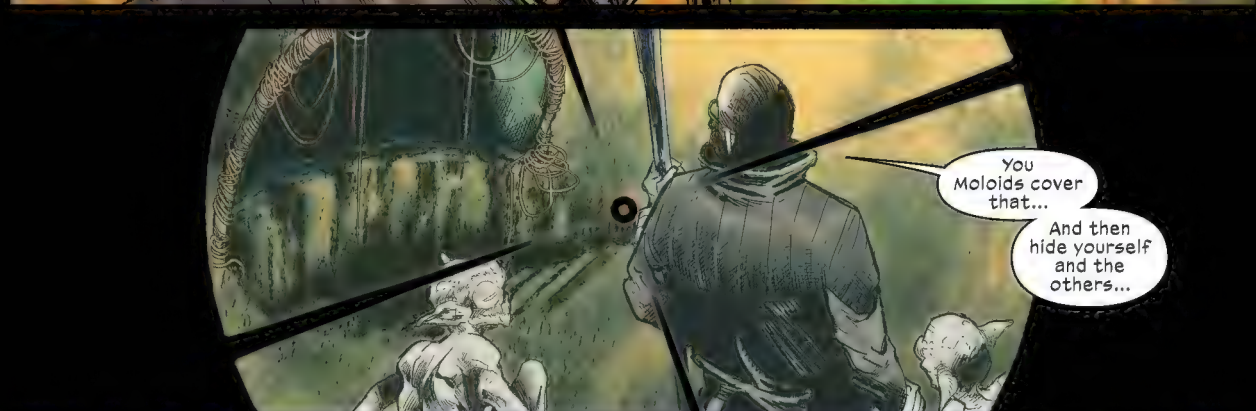


Is there no fear in you at all? I don't see how--

Sigh. Gone.
And without a whisper.

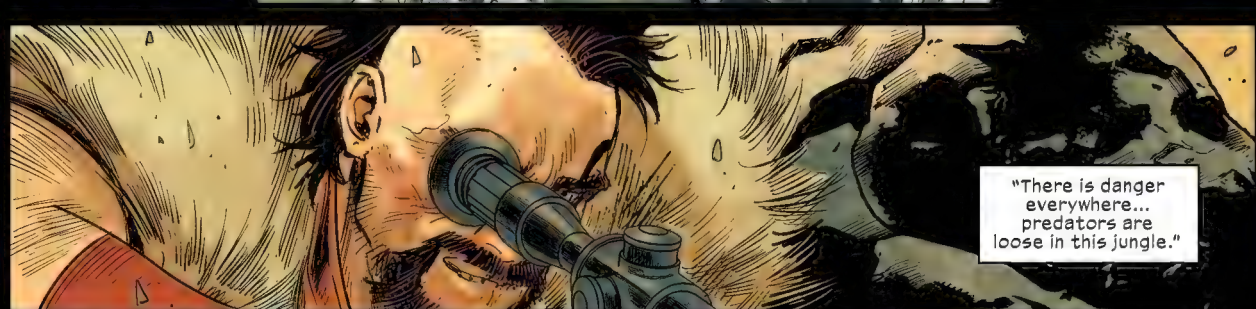
And this is why I'm afraid. When the time comes, will you disappear when I need you most?

I think you just might.



You Moloids cover that...

And then hide yourself and the others...



"There is danger everywhere... predators are loose in this jungle."



So let me see if I understand this correctly. Your dad--the original Black Cat--is part of a super-villain group who actually runs the city.

But he got hurt, and instead of losing his territory, he enlisted you--who he's been secretly training for years--to take his place. Sort of.

Yeah. That's basically it.

And you think that somehow you're technically *not* a super villain?

Exactly. I'm *not*.



Okay.

You know, I didn't ask for this. I'm doing the best I can.

An hour ago, you tried to beat up a fifteen-year-old.

Hey. Fifteen and a half. Big difference.



Okay. That we can agree on.

I was just mad about the position I've been put in. I feel so powerless, and I wanted to take it out on someone.

Sorry.

You don't have to be. I'm glad we met. No matter how weird it was.

So my dad's a super villain... what's yours do?



Careful, Richard.

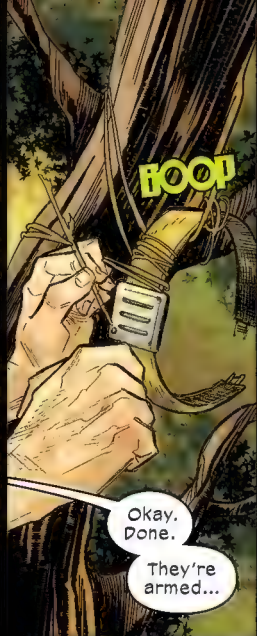
...

I'd love to tell you...but I'm a superhero, and that means I'm supposed to protect the identities of the people close to me.

Well...



...now I'm *really* curious.



Okay.
Done.

They're
armed...



Think it'll
work?

It should.
We're assuming this
guy is an incredible
tracker, so he'll be
following the way we
came...or at least
pick up our trail
here...

Then
if he hits
the tripwire
or touches the
collars, they
detonate.

Boom.



Probably
won't kill him,
but it'll slow
him down.

Good.
We need
that.

How's
your leg?

Hurts.



Well, we're
close to the
edge now. We
could be out of
here soon.

I still
say we should
stay and fight this
guy. Put an end to
the problem. Cut
it off at the
source.



We've
talked about
this...

MJ, the kids,
Gwen...they're
just out there
unprotected with
no idea what might
be coming for
them.



What?



Gwen's
not in danger.
Probably not,
anyway.

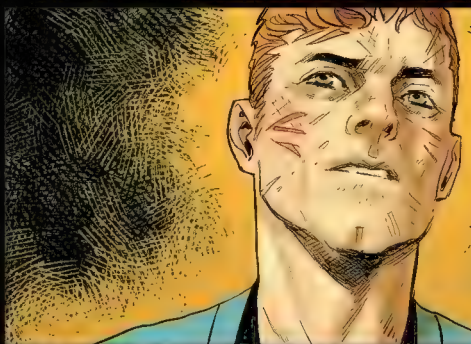
...
What are
you talking
about?



you heard of *ransom insurance*?
Like, if someone kidnapped me,
the insurance company would
make sure the kidnappers are
paid off if I'm returned.

It ensures that
things don't get
out of hand.

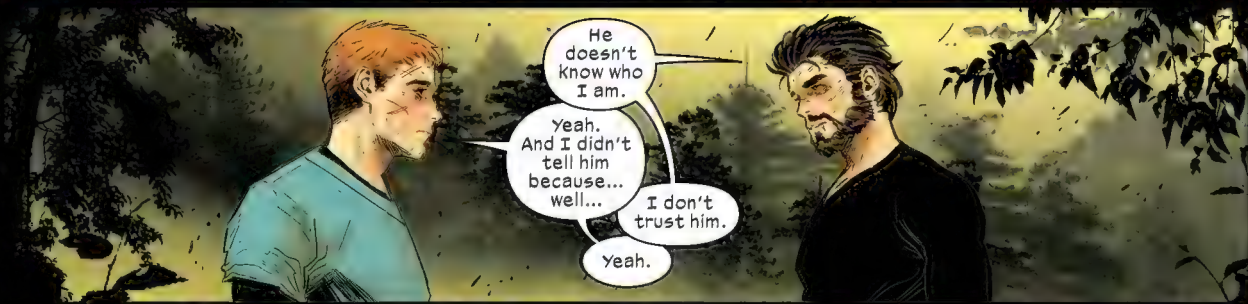
Okay.
I don't
get it.



Gwen and I
have an elevated
version of that. *Danger
liability*. If something
happens to either of us,
not only does someone
try to resolve it, but the
other person gets an
extreme level
of security.

It's invisible
to the person being
protected. But effective.
Otto created the
protocols. And he would
have activated them
by now.

He would
have done
the same for
you, but...



He
doesn't
know who
I am.

Yeah.
And I didn't
tell him
because...
well...

I don't
trust him.

Yeah.

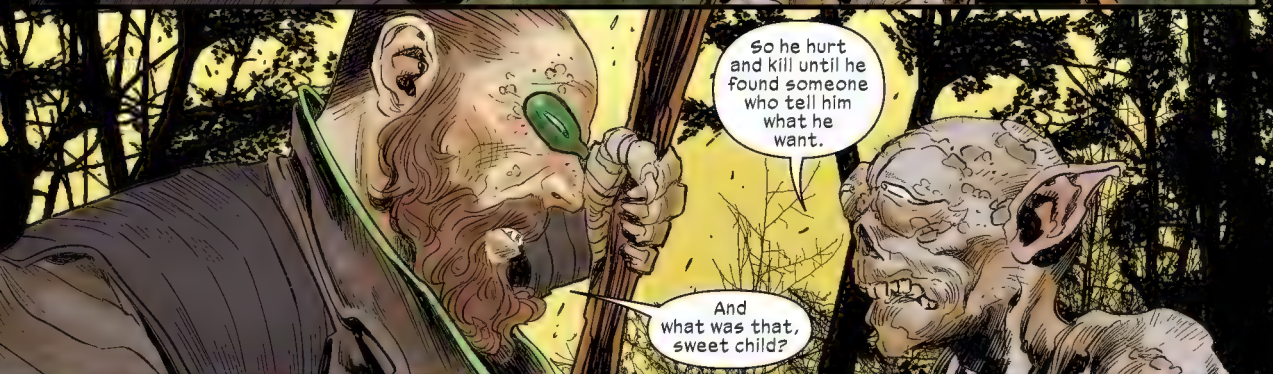


So you
and yours are
good, but MJ and
the kids are just
out there, all
alone...



We're
getting out of
here, Harry.

Now.





Almost there.



Thank god, because my ankle is--

HARRY!



Get down!



HA HA HA!

BAP-BAP-BAP-BURDAP

BAP-BAP-BAP-BURDAP BAP-BAP-BAP-BURDAP BAP-BAP-BAP-BURDAP



I'm getting really tired of this guy.

What now?



Back the way we came. To the hatch.

Go!



BAP-

BAP-

BAP-

BAP-

CLICK

CLICK

CLICK

You're out.

I have as many guns as there are ways to hunt my prey.

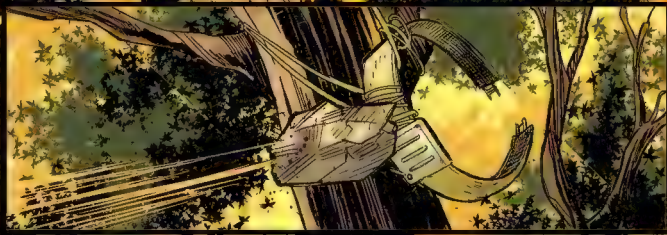
Don't you see? I have hunted everything and never failed to catch them!
There is nowhere you can run!

So running will not save you.

I guess I should stop then, right?



Do it,
Harry.



No.



It's been
some time since
I've truly been
tested.

That was
a good trap...
but it wasn't
enough.



And I can
tell that you
have never hunted.
Haven't you
heard the
saying?

There is
nothing more
dangerous than
a wounded
animal.





Now you need to understand: There's only one way this ends.

Hurk!



You hurt us, you bled us.

You learned everything you could about us...



...but you didn't really comprehend what you were hunting, did you?

KR
AKK



Did you really think you could kill someone like me?

With a gun?



You know what I understand now?

I know what the line is...because you crossed it.

WHAMMM



No one goes after my family!

No one!

WHAMMM



Do it,
Peter.
Finish
him.



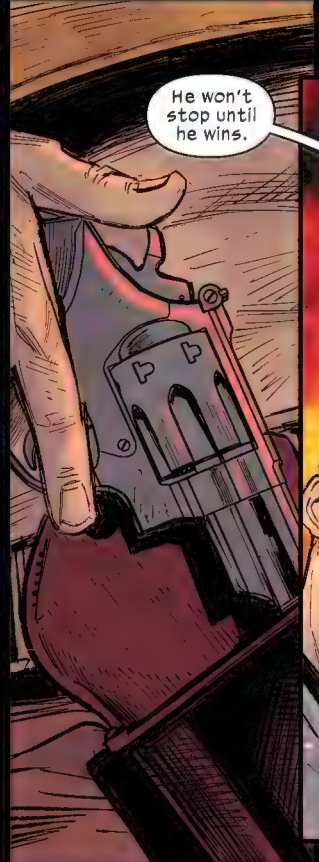
You
have to.



No. I'm
not like him.
We're not
him.
He's
going to forget
everything he knows,
leave our city and
never return.



WHAT ARE
YOU TALKING
ABOUT,
PETER?
He's
a killer.
That's what
he does.



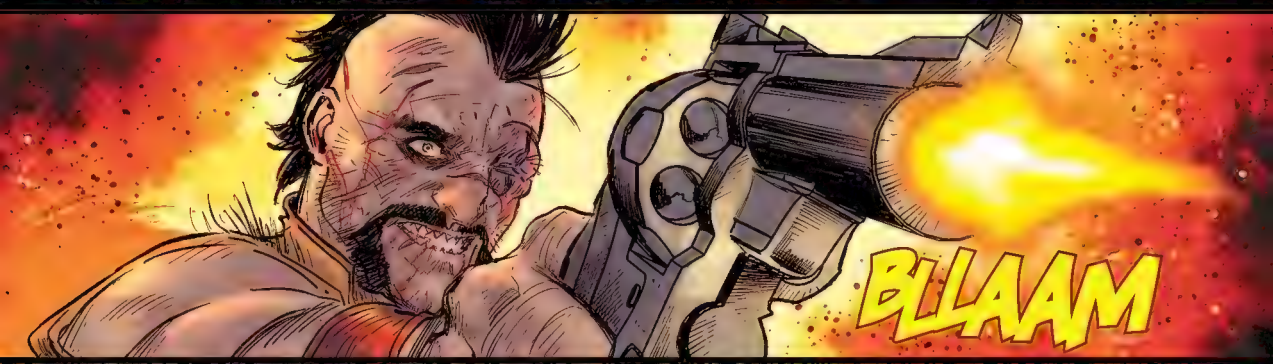
He won't
stop until
he wins.



It's
him...



...or
it's us!



BLLAAM



AARRGGGGG!



What?
you shot...

I don't...
I didn't feel
any danger?
Why didn't I
feel any...?



Because
I was not
aiming at
you...



...you
were just in
the way.



HARRY!!!

Oh god...
nooo!



You should
have listened
to your friend, for
he was right...I
will never stop.

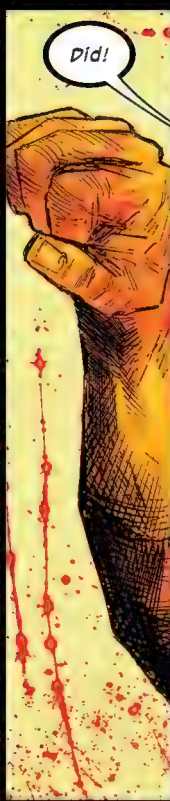
The
hunt never
ends.



What
did you
do?



What!



Did!



YOU!



DO?!

Well, this
is quite the
dilemma...

....!



...isn't it?

Normally, we would be enemies, as our allegiances demand... but in this moment, that is not the case.

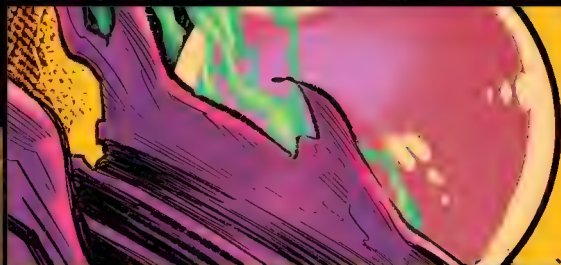
Because I am more interested in him than you, hero. **For I have plans.**

But should he die--*should you choose to continue beating him to death*--then his end would mean my full attention would turn onto you.

So I have to ask: Is that what we really want?



...
He killed my friend.



And like your friend said: He's a killer. And that's what killers do.

So you have to wonder--if he is so good at it, what makes you think your loved ones are safe? How do you know he has not already sent someone to visit them?

Honestly, what makes you think they are still alive at all?



What? Do you...

Do you know...?

Me, personally? I have no idea.



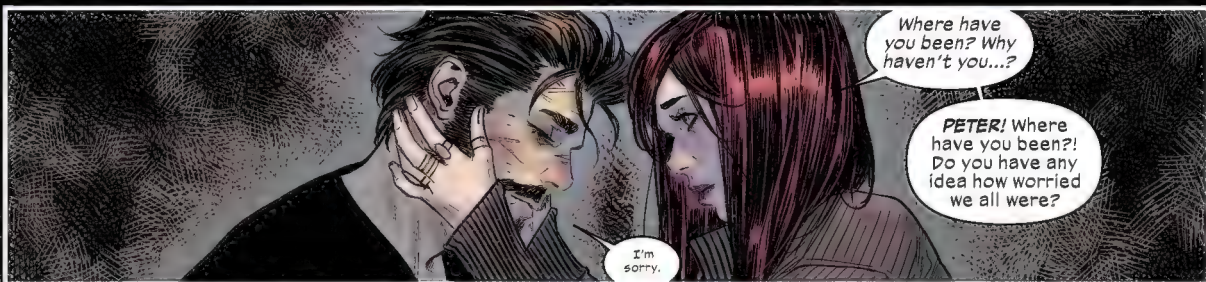
But I do think you should run home now, Peter Parker.



You couldn't save your friend...

...but perhaps you can still save them.

Later.

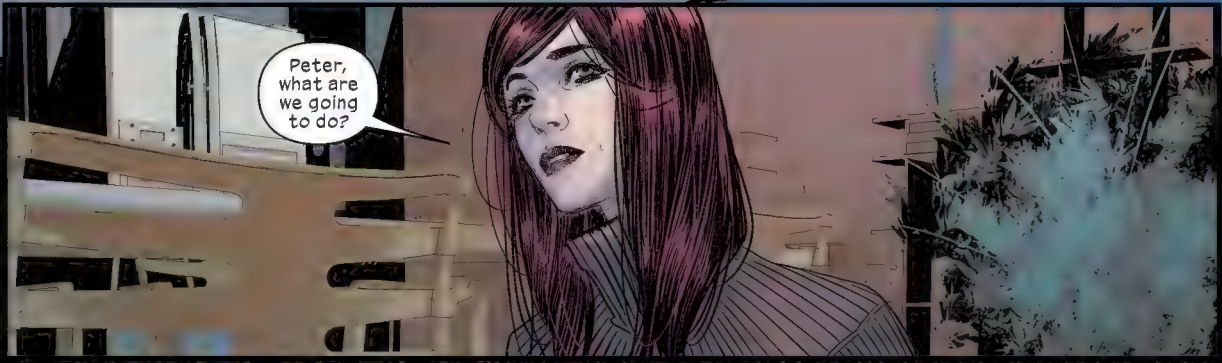






...
You're
scaring me.
I'm scared.
I...
I
know. I'm
sorry.
I
just...
I'm so
sorry.

Peter...
What
now?



Peter,
what are
we going
to do?



We
run.

TO BE CONTINUED...



WRITER: **JONATHAN HICKMAN**
ARTIST: **MARCO CHECCHETTO**

COLOR ARTIST: **MATTHEW WILSON**
LETTERER: **VC's CORY PETIT**
COVER ARTISTS: **MARCO CHECCHETTO**
& MATTHEW WILSON

VARIANT
COVER ARTISTS: **MAHMUD ASRAR & MATTHEW WILSON;**
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SPIDER-MAN CREATED BY **STAN LEE & STEVE DITKO**

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BY **BRYAN HILL & STEFANO CASELLI**



ULTIMATE X-MEN #12
BY **PEACH MOMOKO**



ULTIMATES #9
BY **DENIZ CAMP & CHRIS ALLEN**



ULTIMATE WOLVERINE #2
BY **CHRIS CONDON & ALESSANDRO CAPPUCCIO**



13

A diabolical genius known as **THE MAKER** created his ideal Earth by systematically preventing anyone from ever becoming a super hero. To rule his perfected Earth, he placed super villains in charge of different regions, and together, **THE MAKER'S COUNCIL** quietly orchestrated the history of the world.

When the Maker was sealed away, the overseers of Africa, **RA** and **KHONSHU**, attempted to expand their reach to claim the impenetrable, isolated kingdom of **WAKANDA** and plummeted the region into war. Finally, after months of battle, **KING T'CHALLA** defeated them.

However, the war left its mark: **MOON KNIGHT** had empowered his army of zealots with a strange element that revealed how much of **VIBRANIUM** T'Challa still had left to learn. Plagued by dark visions, **BLACK PANTHER** asked confidants **STORM** and **KILLMONGER** to seek out the **SORCERER SUPREME, INAN**, to help...

ULTIMATE BLACK PANTHER

CAST:



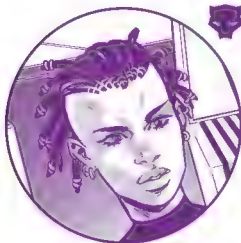
BLACK PANTHER
KING T'CHALLA



STORM
ORORO MUNROE



KILLMONGER
ERIK KILLMONGER



SHURI
WOMAN-AT-ARMS,
T'CHALLA'S SISTER



QUEEN OKOYE
HIGH MENTOR OF
THE DORA MILAJE



MATRON IMALA
SACRED MOTHER OF
THE VODU-KHAN



INAN
THE SORCERER
SUPREME



RA
MEMBER OF THE
MAKER'S COUNCIL



KHONSHU/MOON KNIGHT
MEMBER OF THE
MAKER'S COUNCIL

FEBRUARY 2025

"So, you are a magician?"

"A simple word for a many layered thing, your highness."

"Erik tells me you're impressive. And he's not a man impressed by much."

"He freed me. To help you. So I'm here to help you."

"The world around Wakanda is swirling. I have no time for pretense, Inan."

"I have men who think they are Gods imprisoned in my kingdom."



I need honesty. And clarity.

Can you provide that?



Your world is *science*. Technology. Mine is *myth* and *rumor* and challenging the basic understanding of what is *possible*.



But I can tell you what I know about vibranium.

Even if it will be bad news.

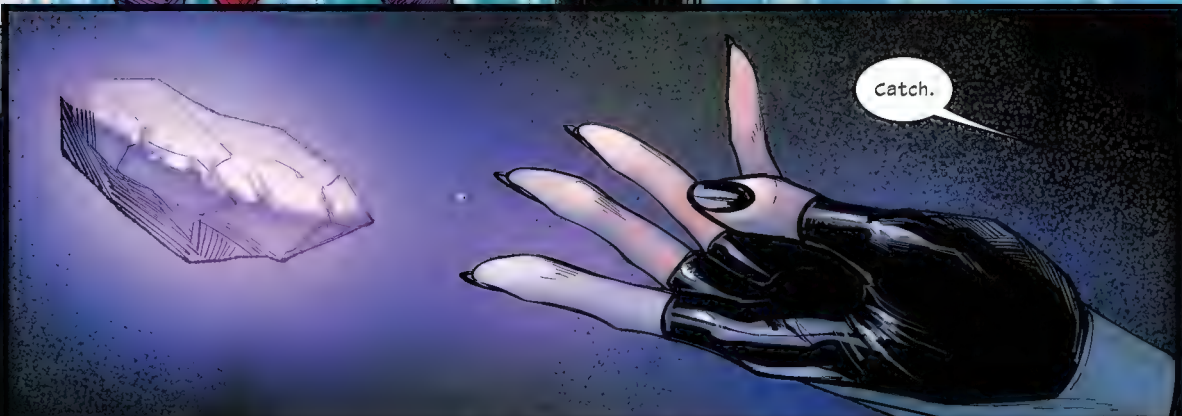


I'm listening.

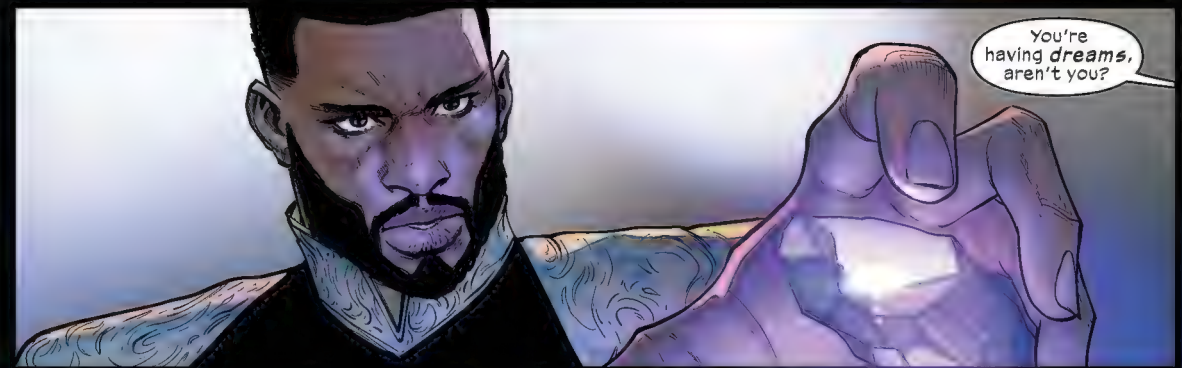
I require *transparency*, your highness. I can't help you if you're not open. I need honesty too.

Understood. And given.

Ask whatever you need to ask.



Catch.



You're having *dreams*, aren't you?





Well,
you're not.
Not yet.

But if my
theory is correct,
you have a kingdom
interwoven with ghosts
of a very dangerous
past.

Ghosts?



Vibranium
is built into all
of Wakanda,
correct?

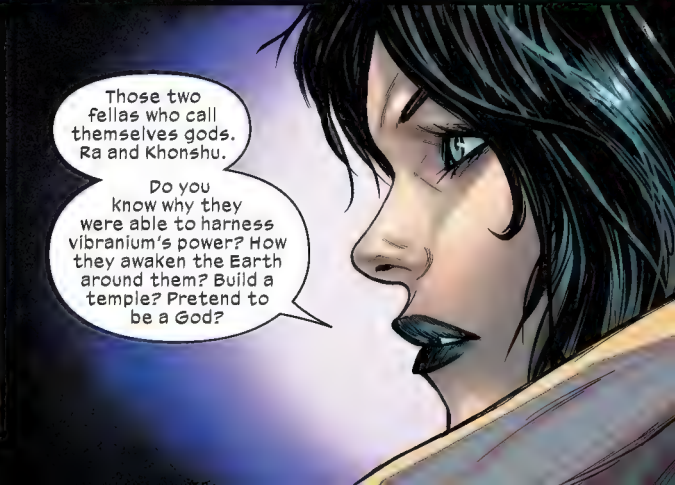


Yes. For
generations,
we've harnessed its
power. Wakanda
is vibranium.

That's
what
concerns
me.



Go
on.



Those two
fellas who call
themselves gods.
Ra and Khonshu.

Do you
know why they
were able to harness
vibranium's power? How
they awaken the Earth
around them? Build a
temple? Pretend to
be a God?

"After the duel, my people laid claim to Moon Knight's fortress. We sought answers.

"I found none."



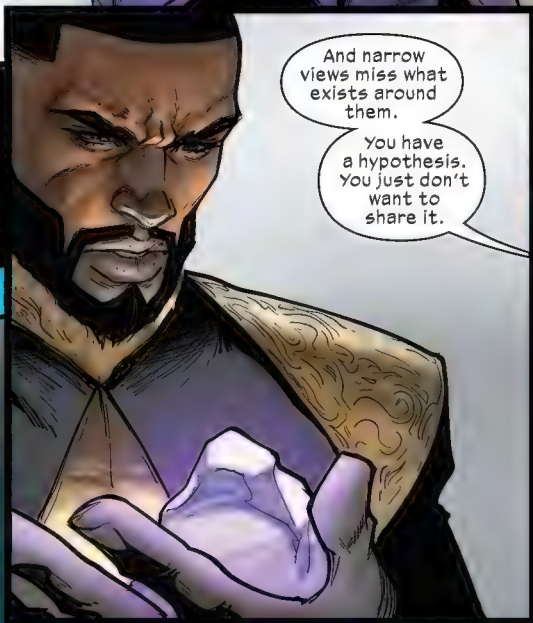
I hear you are a genius. Perhaps more than that. But you live in a world of reason. Causality.

That is a very narrow view of existence. Pardon me for saying.



And narrow views miss what exists around them.

You have a hypothesis. You just don't want to share it.



Remember what I said about transparency. I can help you, but we have to trust each other.

If we can't do that, then I will leave.



I think vibranium is *alive*. That it has a consciousness. And a will.

And I think I'm losing my mind to it.





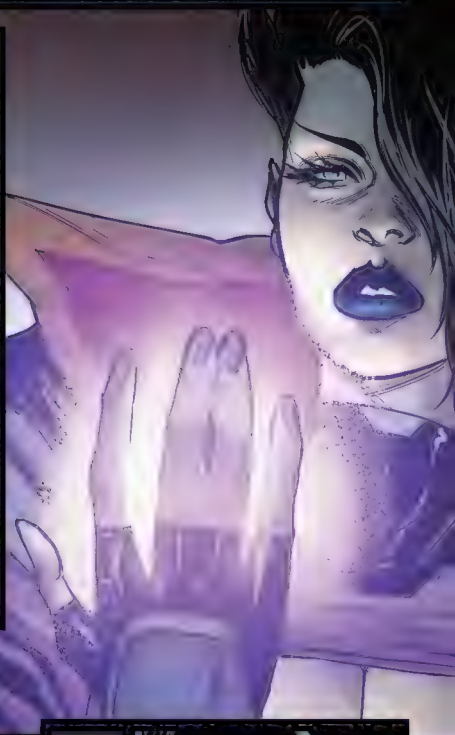
Honesty.
I love it.

Well,
you're not
wrong.



I have
short patience
with doubt, your
highness.

Fact is,
your entire
kingdom is at risk,
built on a thing you
don't understand.
I don't even
understand
it.



Objects
can remember. The
most powerful objects
can even capture the
consciousness
of people.

You ever
walked into the
room of a dead
person and felt
them there?



Same
concept.

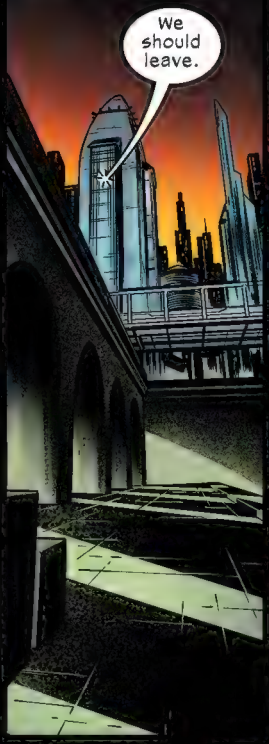
Your
vibranium
remembers. And
I'm about to show
you what those
memories
are.

EEEEEEEEEE

What is that?!

I may have leaped before I looked, your highness.





We should leave.



Again with this?

I am filled with dread, Erik.

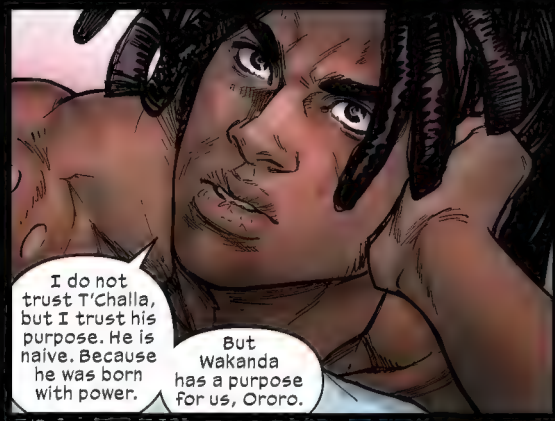


On our own, we were fine. Roaming. Bringing justice where we saw the need.



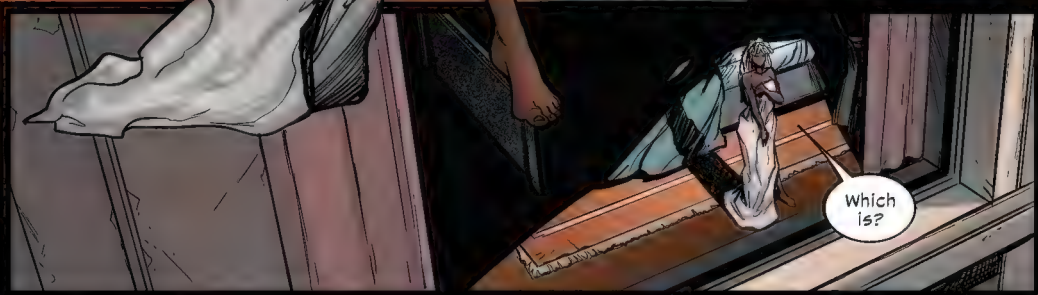
We are not made to have roots. And the soil of Wakanda is toxic.

Staying here with these people-- it will end badly for us.



I do not trust T'Challa, but I trust his purpose. He is naive. Because he was born with power.

But Wakanda has a purpose for us, Ororo.



Which is?



Not a home.
A *foundation*. We
can push them to
share their power and
protection with all
of Africa.

Wakanda can
be a *continent*.
Not just a kingdom
hiding behind
its walls.

Moon Knight
showed T'Challa
that. And he will
listen to us.



Ororo.

What do
you want most
in the world?



To protect
those who
cannot protect
themselves.

And here
we have a
kingdom. Alone,
we are just
two.



We can
make these
people better
than they
think they
are.

I have
a vision.

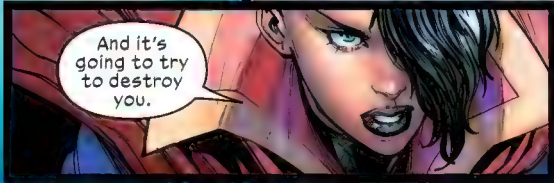
Vision?



Can
you see
that?



T'Challa!
It is alive!



And it's
going to try
to destroy
you.



I'm
right here,
beast.

ᄁᄁᄁᄁᄁᄁᄁ



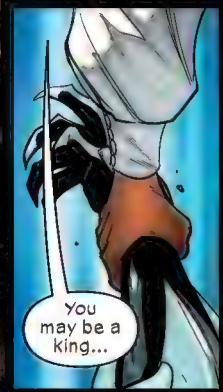
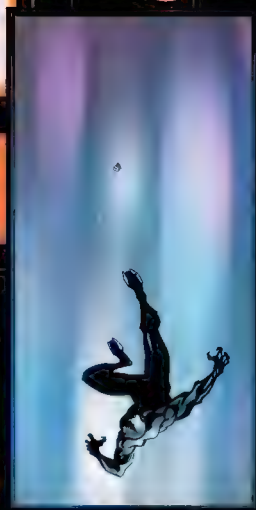
OW!

FWOO-KRANK



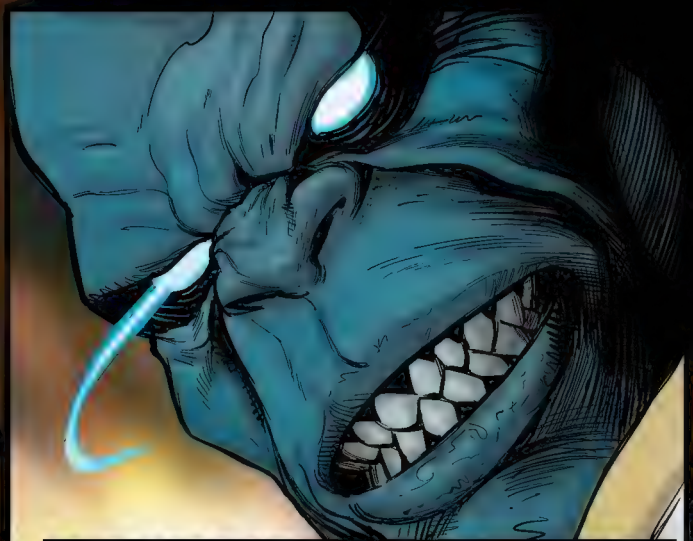
KSSSHHH





THOOM

...but remember you cannot fly.





KRAK

KROOO

GRRRR



THWAK

KZZT



Unh!

Send him to me. Now!





Where did you send it?

Space. Deep space.



TO BE CONTINUED...



WRITER: **BRYAN HILL**
ARTIST: **STEFANO CASELLI**

COLOR ARTIST: **DAVID CUIEL**
LETTERER: **VC's CORY PETIT**
COVER ARTISTS: **STEFANO CASELLI & DAVID CUIEL**
VARIANT
COVER ARTISTS: **ARIO ANINDITO; BENJAMIN SU;**
IVÁN TALAVERA

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BLACK PANTHER CREATED BY **STAN LEE & JACK KIRBY**

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ULTIMATE
BLACK PANTHER

14



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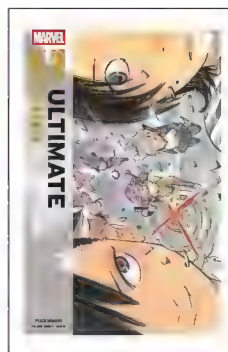
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ULTIMATE WOLVERINE #2

BY CHRIS CONDON
& ALESSANDRO CAPPUCCIO



12

.....

A diabolical genius known as **THE MAKER** used time travel to create his ideal Earth by systematically preventing anyone from ever becoming a super hero—except for those on his secret **MAKER'S COUNCIL**, whom he stationed to rule over different regions of the world.

Unrest exploded across **HI NO KUNI** (“**LAND OF THE SUN**”) after social media revealed a cult called **THE CHILDREN OF THE ATOM** forced its members—super-powered “mutants”—to undergo cruel experimentation. The ensuing media frenzy drove the cult underground, leaving its members lost until **MEI IGARASHI** (**MAYSTORM**) gathered them in masks...right before they were attacked by **SHINOBU KAGEYAMA** (**SHADOW KING**).

But **SHADOW KING** was only interested in Maystorm’s connection to **HISAKO ICHIKI** (**ARMOR**), whose current focus is working with **NICO MINORU** and **MORI** to find their missing friend **NATSU TSUKISHIMA**, an unwilling member of the cult who disappeared after accidentally killing her mother...

ULTIMATE X-MEN

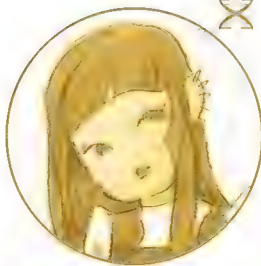
CAST:



HISAKO ICHIKI
ARMOR



MEI IGARASHI
MAYSTORM



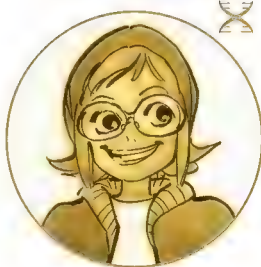
NICO MINORU
FLEDGLING PSYCHIC



MORI
NICO'S FRIEND



NATSU TSUKISHIMA
NICO'S FRIEND

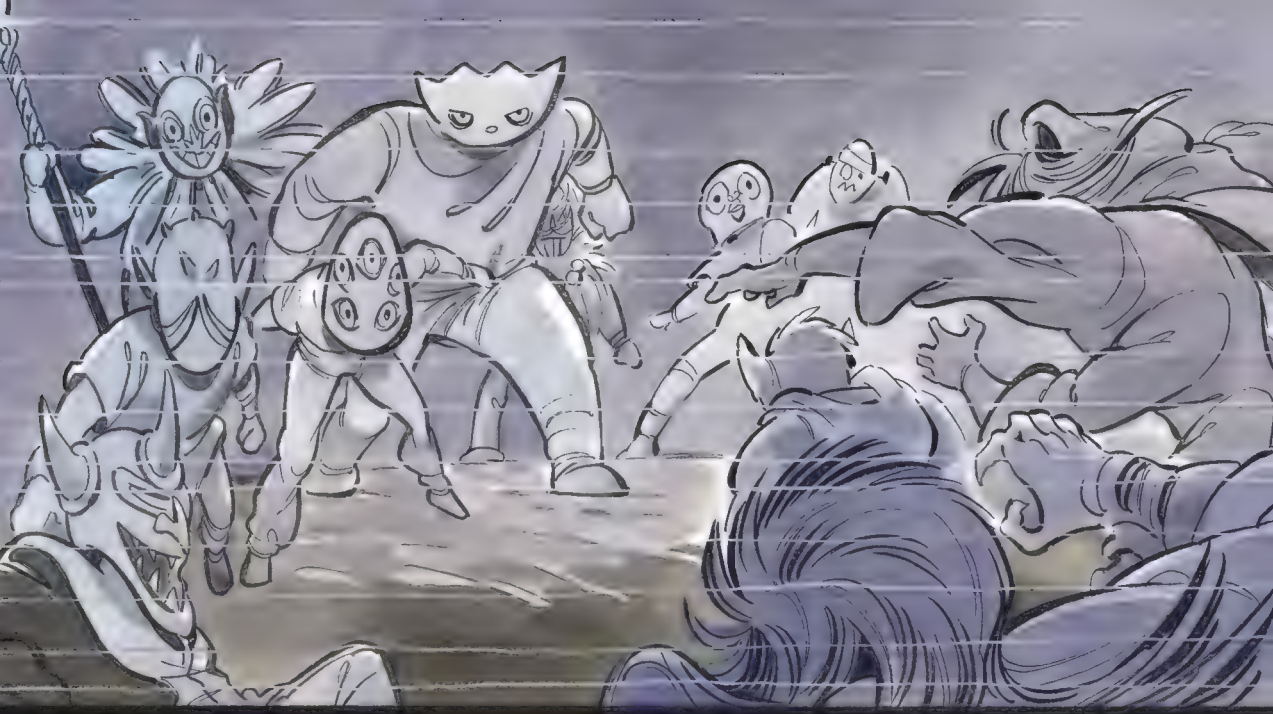


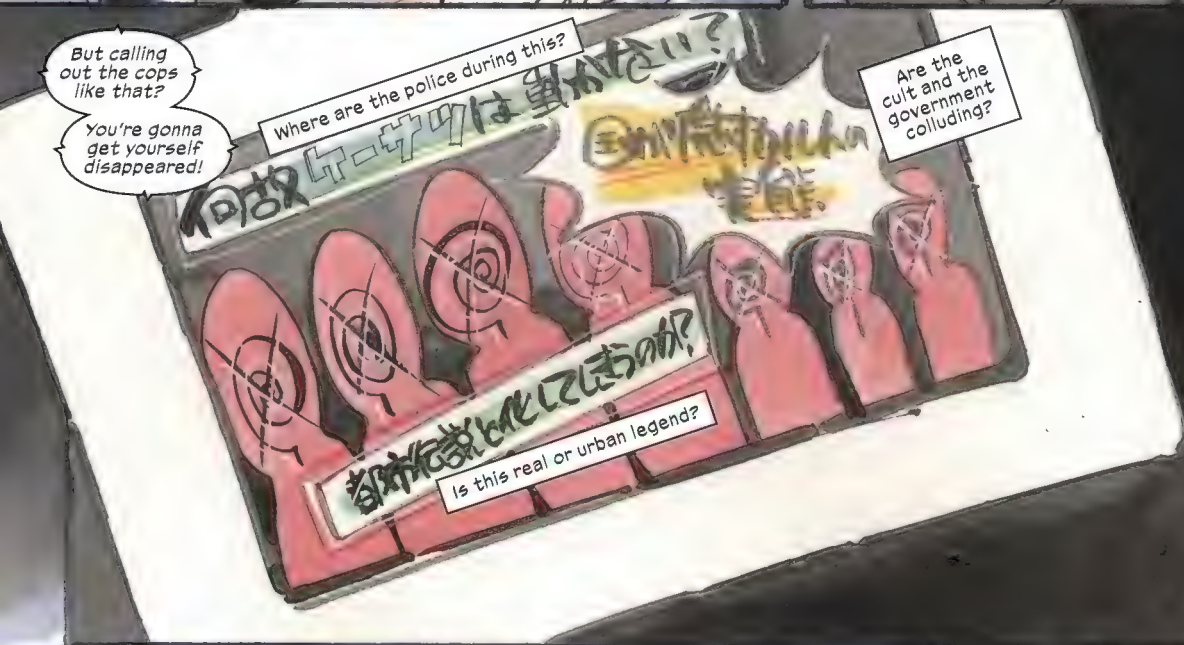
YUKIO
STREAMER

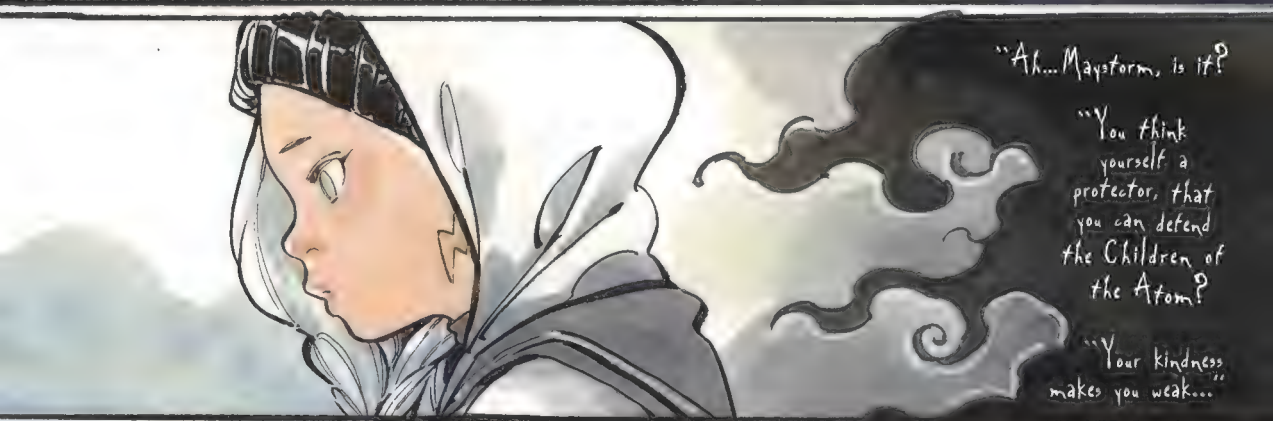


SHINOBU KAGEYAMA
SHADOW KING

FEBRUARY 2025







"Ah... Maystorm, is it?"

"You think
yourself a
protector, that
you can defend
the Children of
the Atom?"

"Your kindness
makes you weak..."



You're no match
for Hisako. She's not
simple, like you.

She belongs
by my side.

Don't
stand in
my way.

Why do
you care so
much about
Hisako?

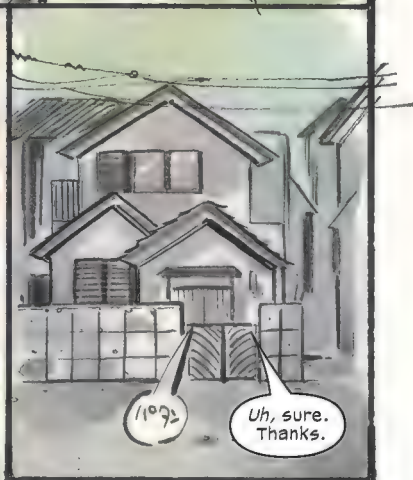
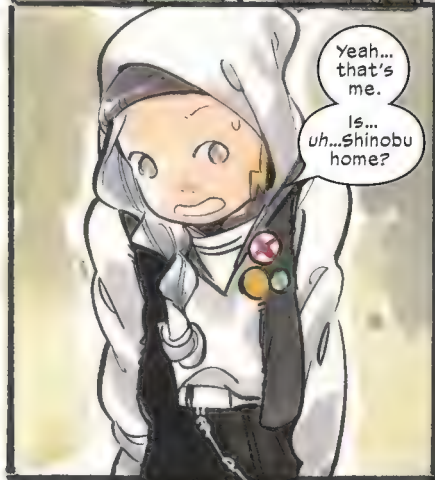
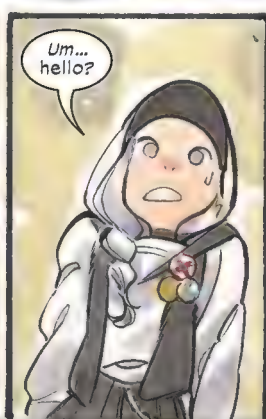
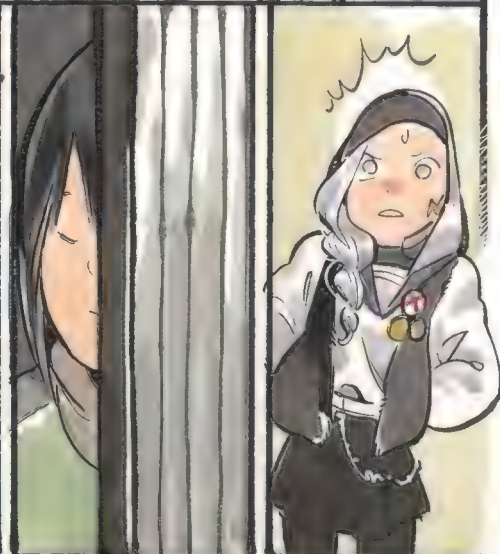
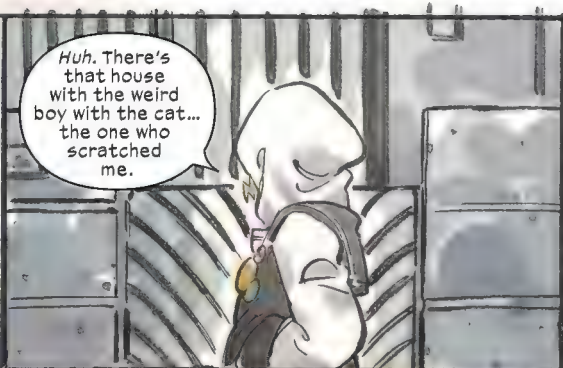
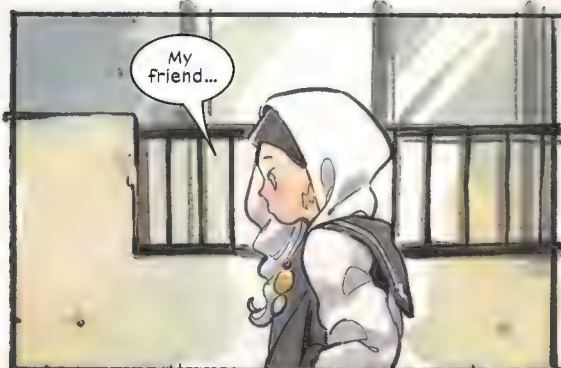
She is my
soulmate.

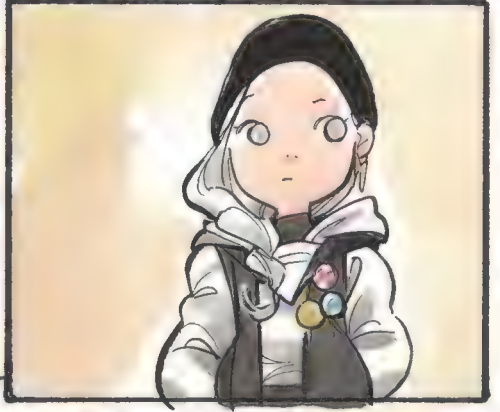
And what
is she to you?
What are you
to her?

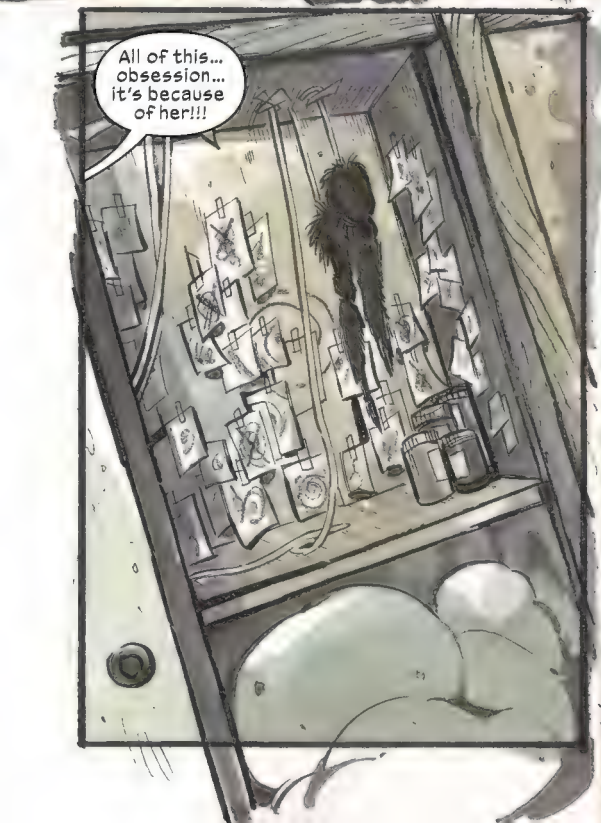
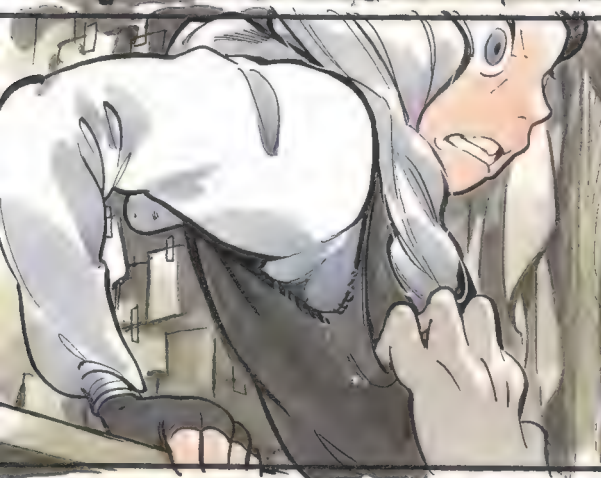
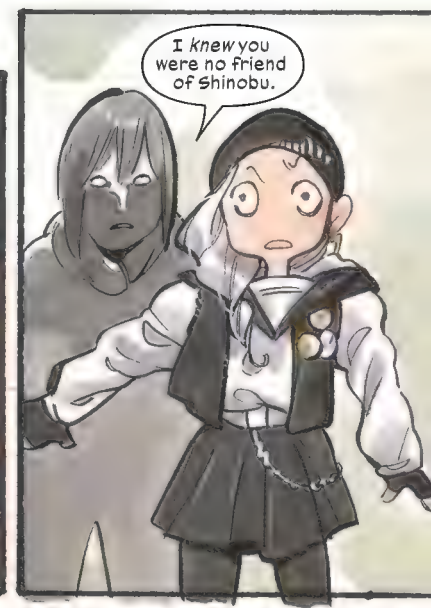
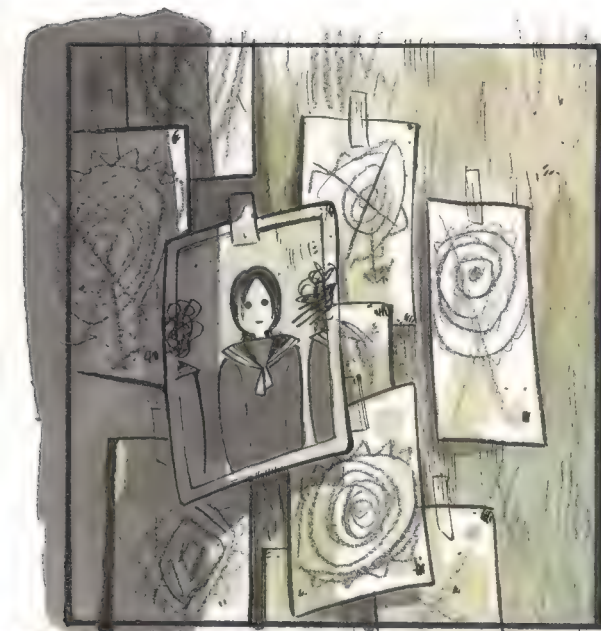
Nothing.

So why
do you care?

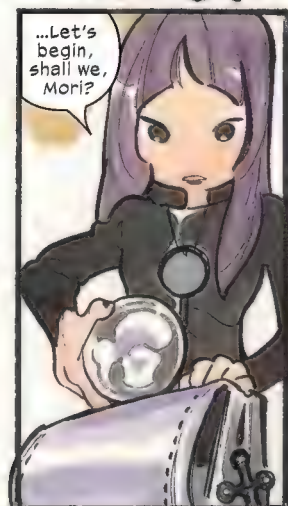
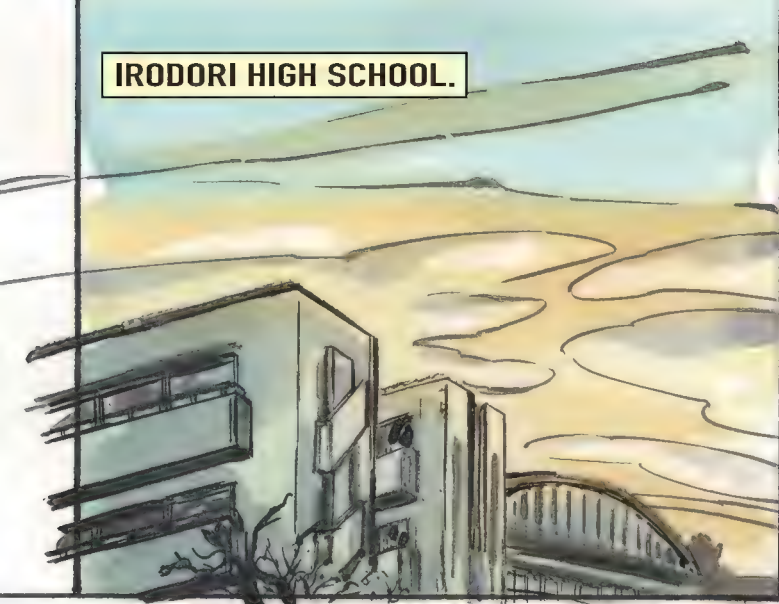
Because
she is my
friend!!!

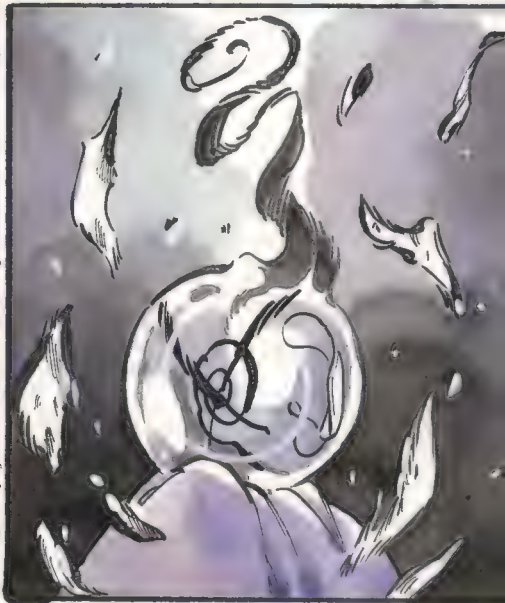
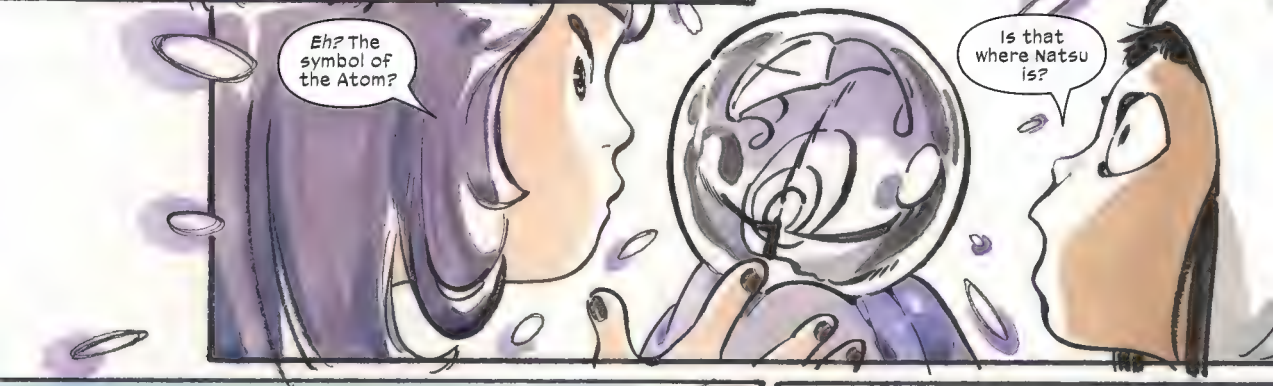
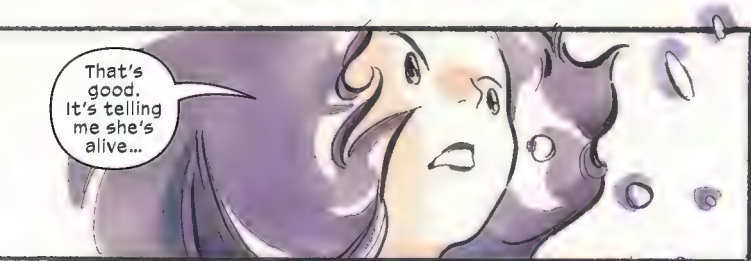


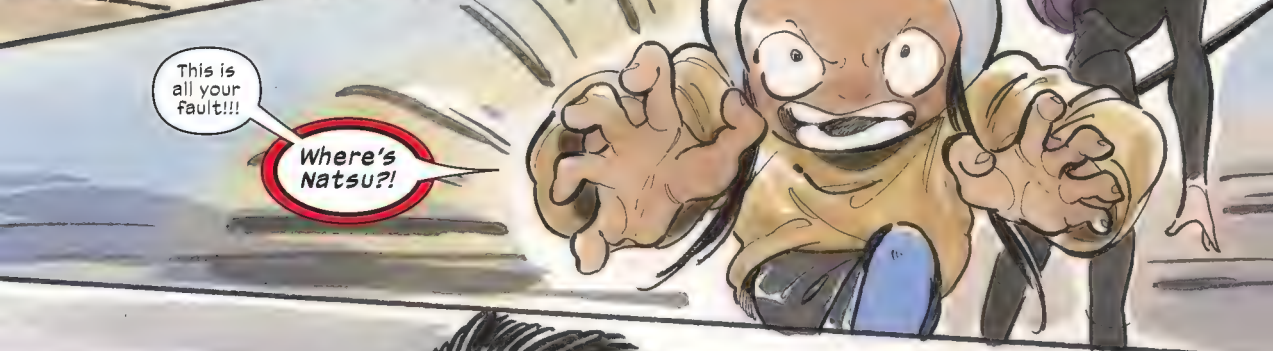
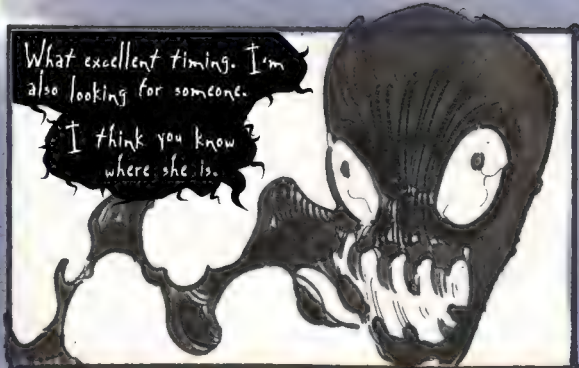




IRODORI HIGH SCHOOL.





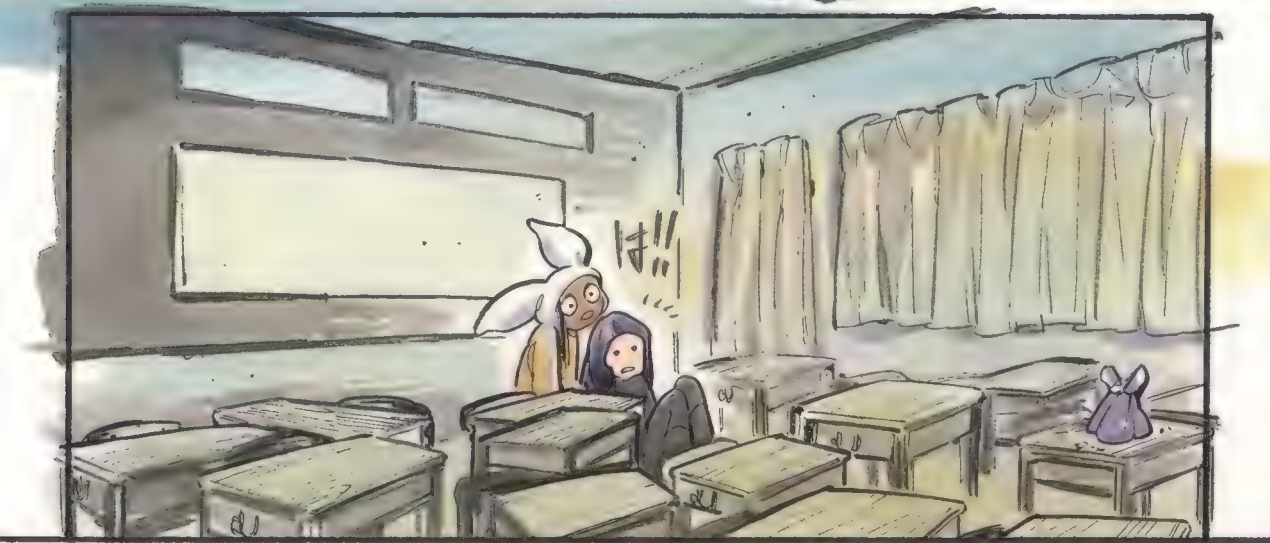


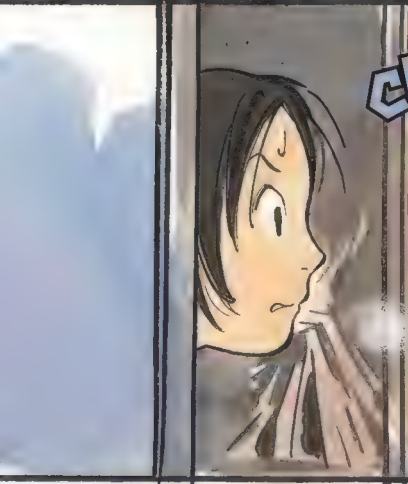
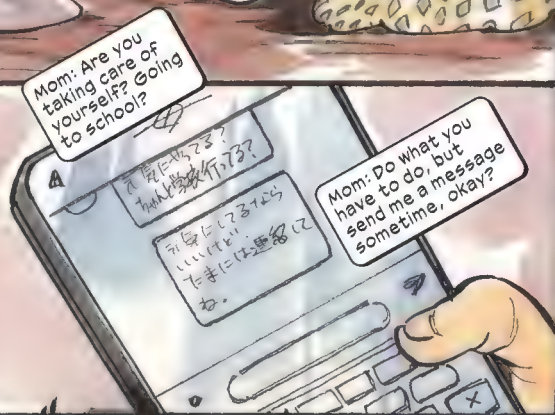
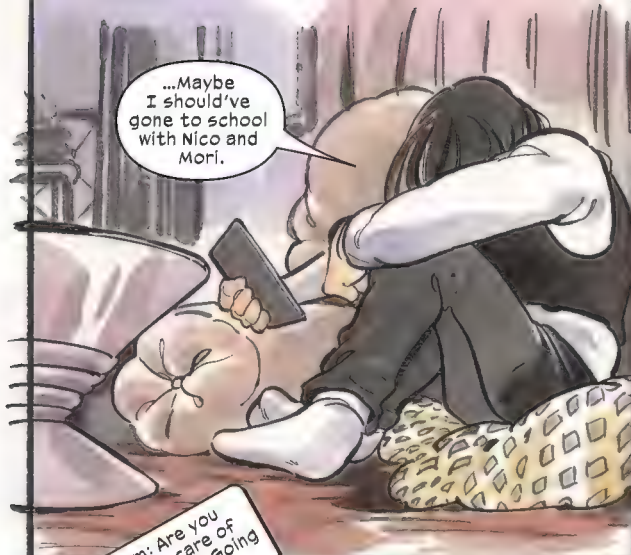


Stand
down,
Mori!!

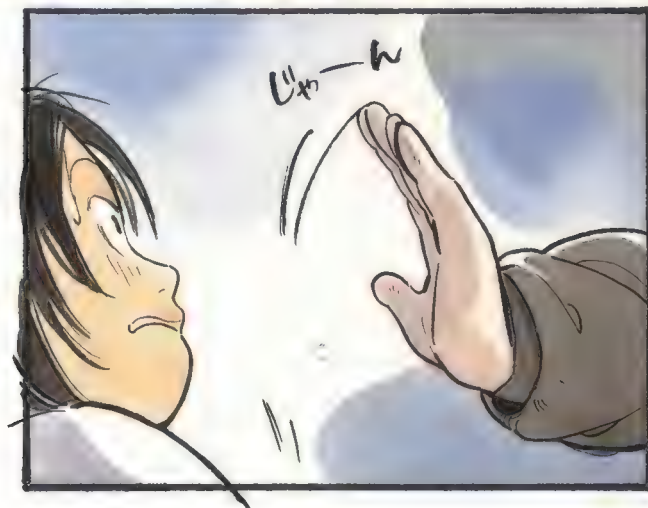
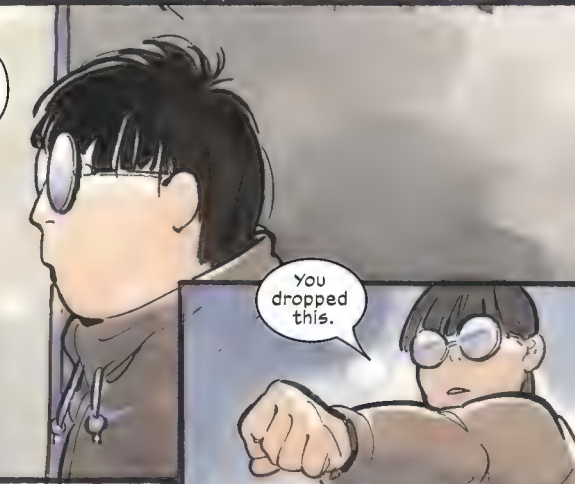
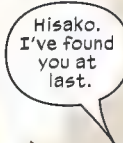
If you'll
excuse me...

Nico!!!





CLICK



Kageyama...?

You...
Kageyama...
Shinobu?

The
same class...
in middle
school...

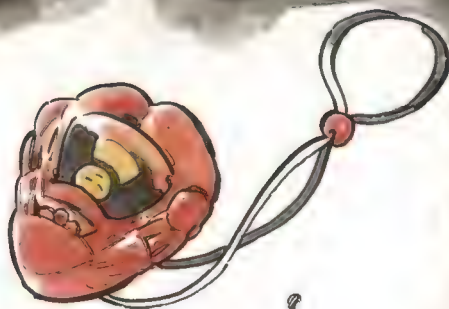
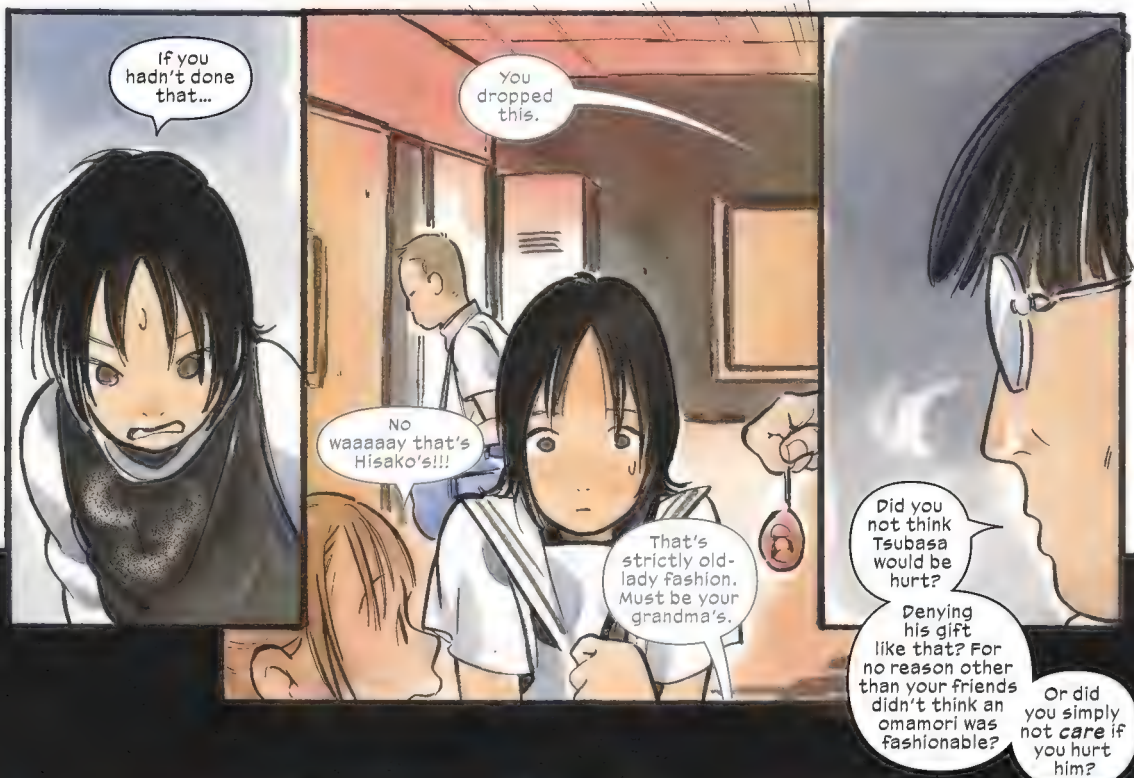
You
transferred
in...

Do you finally
remember?

You always
forget. That's
why I decided
to toy with
you.

I didn't
count on Tsubasa
protecting you.
That needed to
be dealt with.

It took
longer than
I wanted.



"One month later..."

"...Tsubasa took his life."



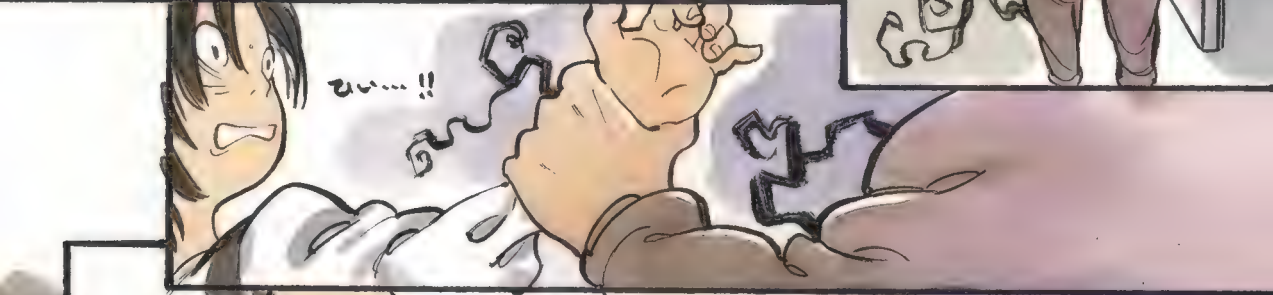
Hisako,
cease fighting
yourself, your
trauma.

That
is not who
you are.

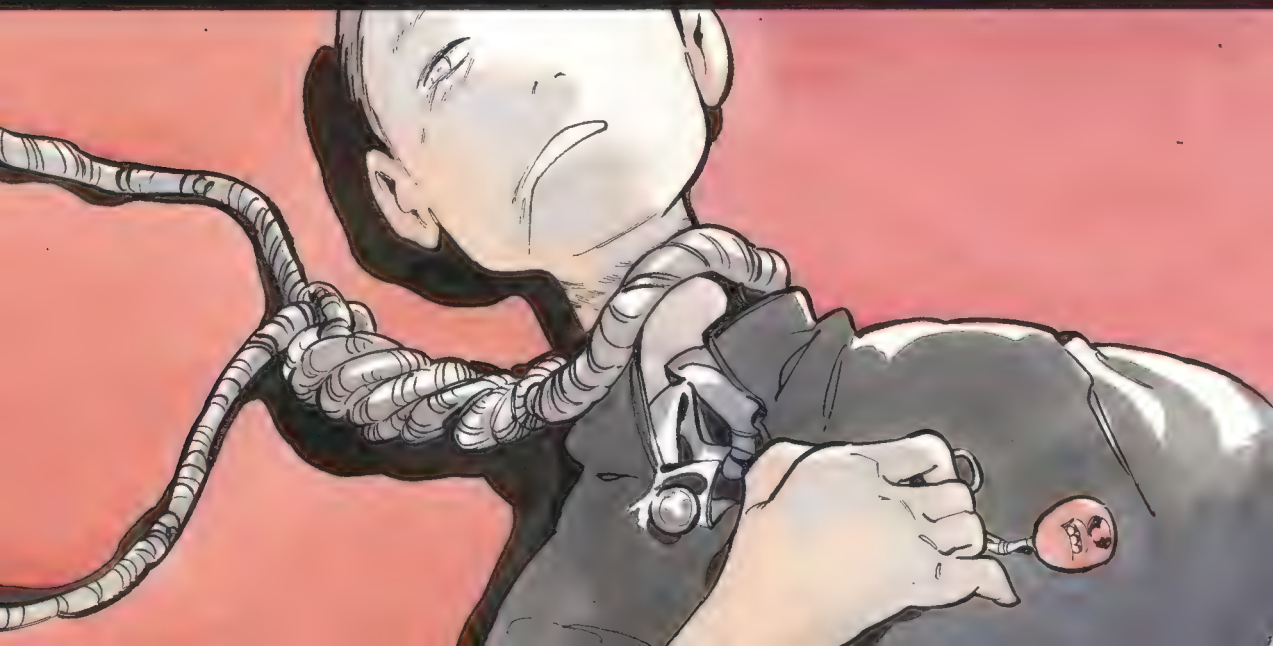
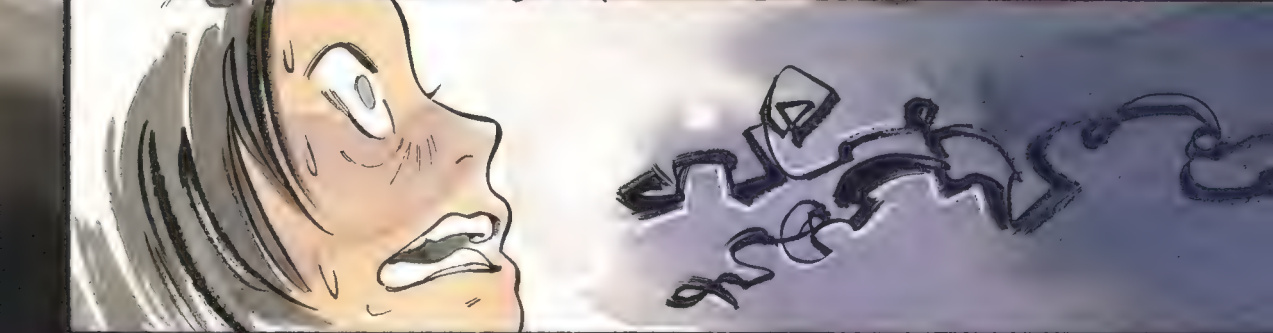
You and I
together, we can
remake the world
the way it
should be.

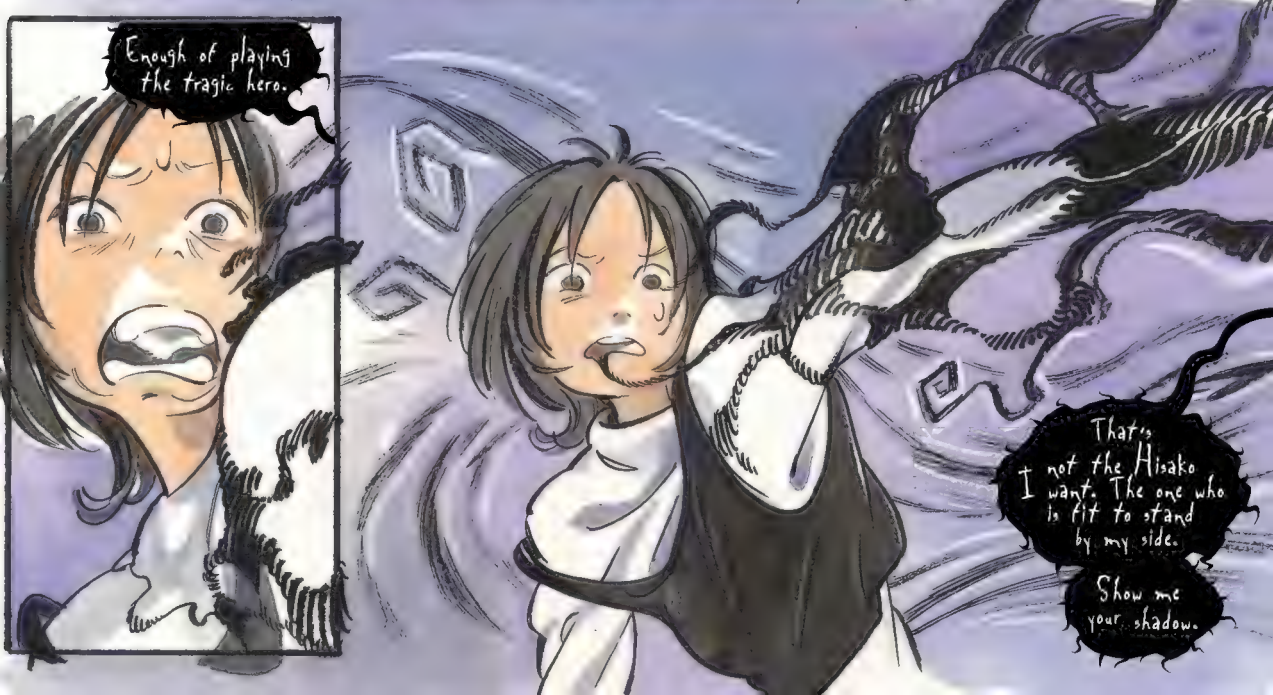


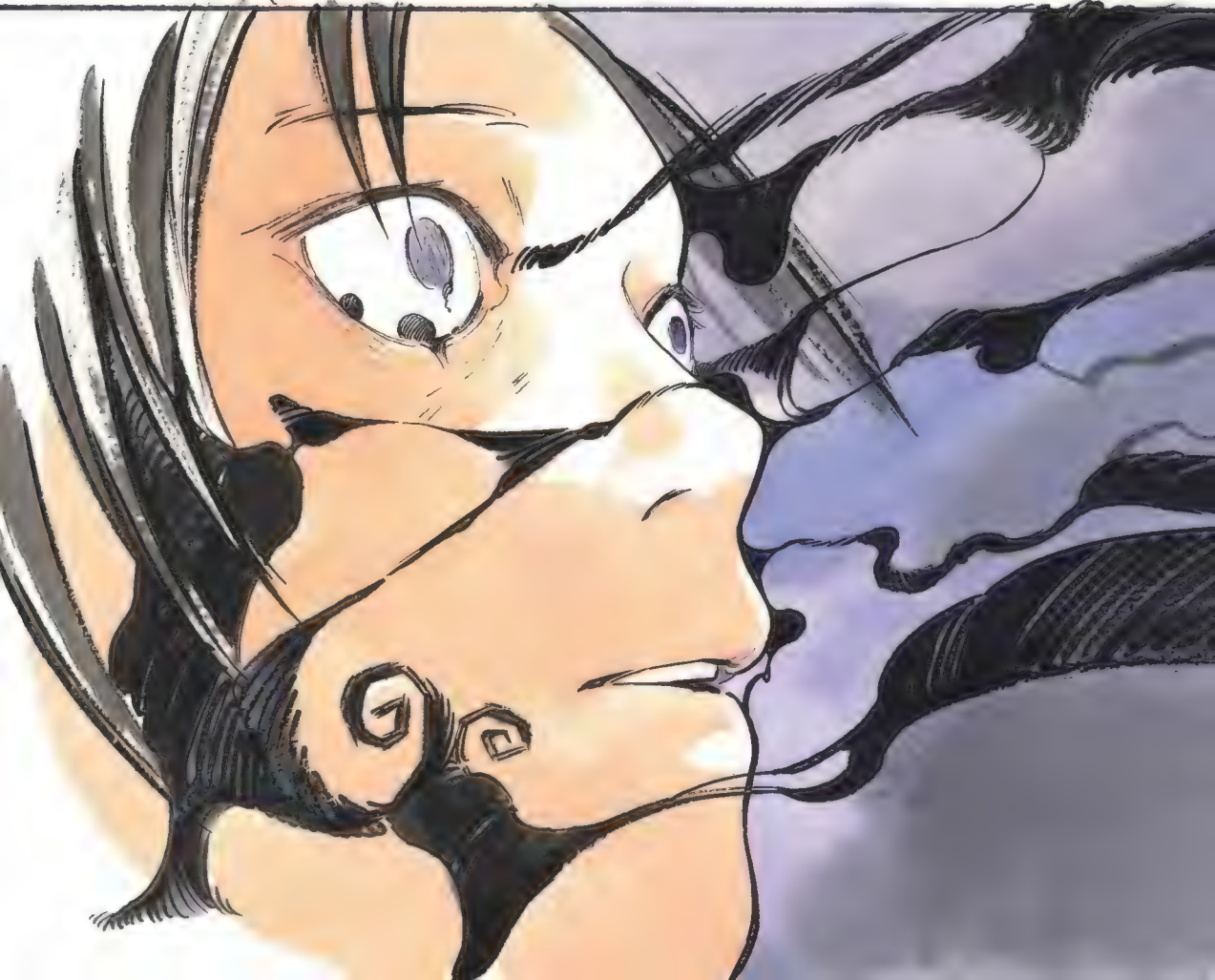
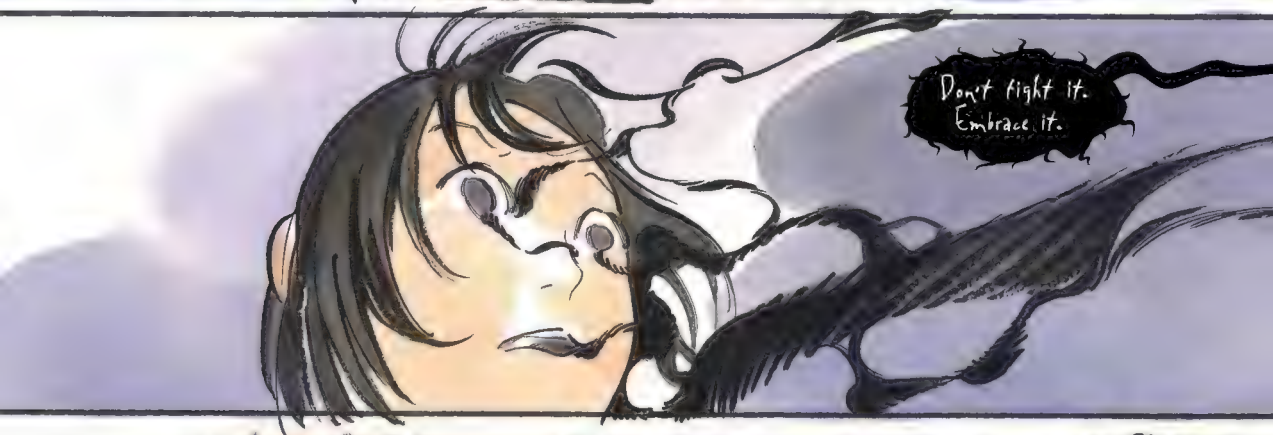
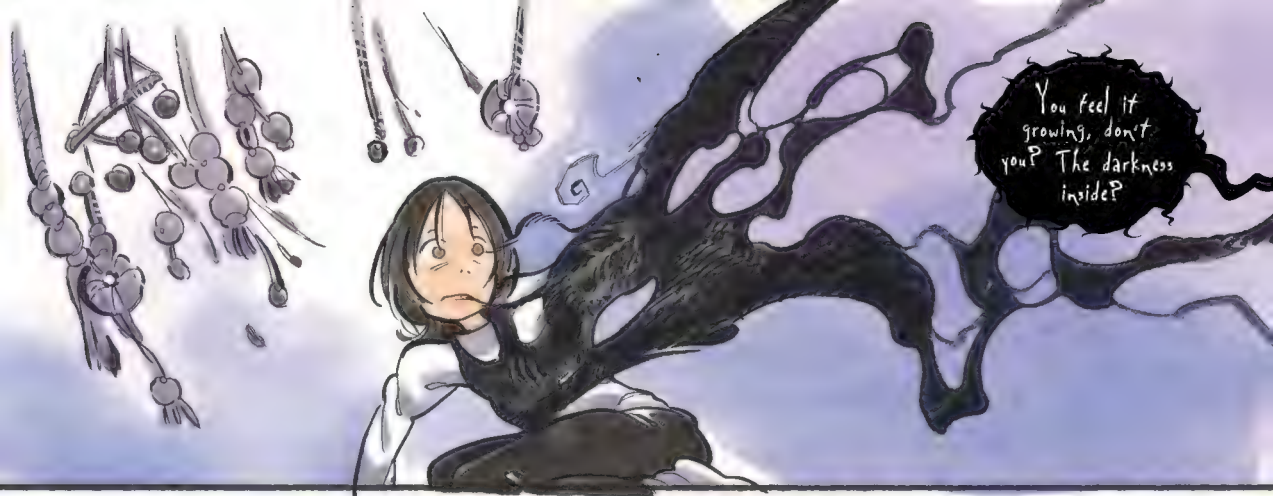
Wh-what
are you talking
about?!

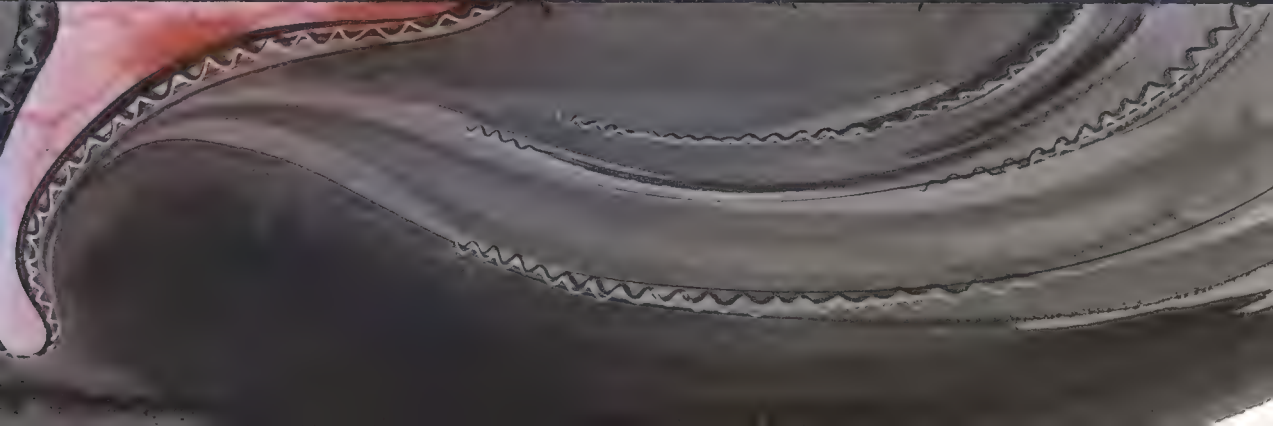
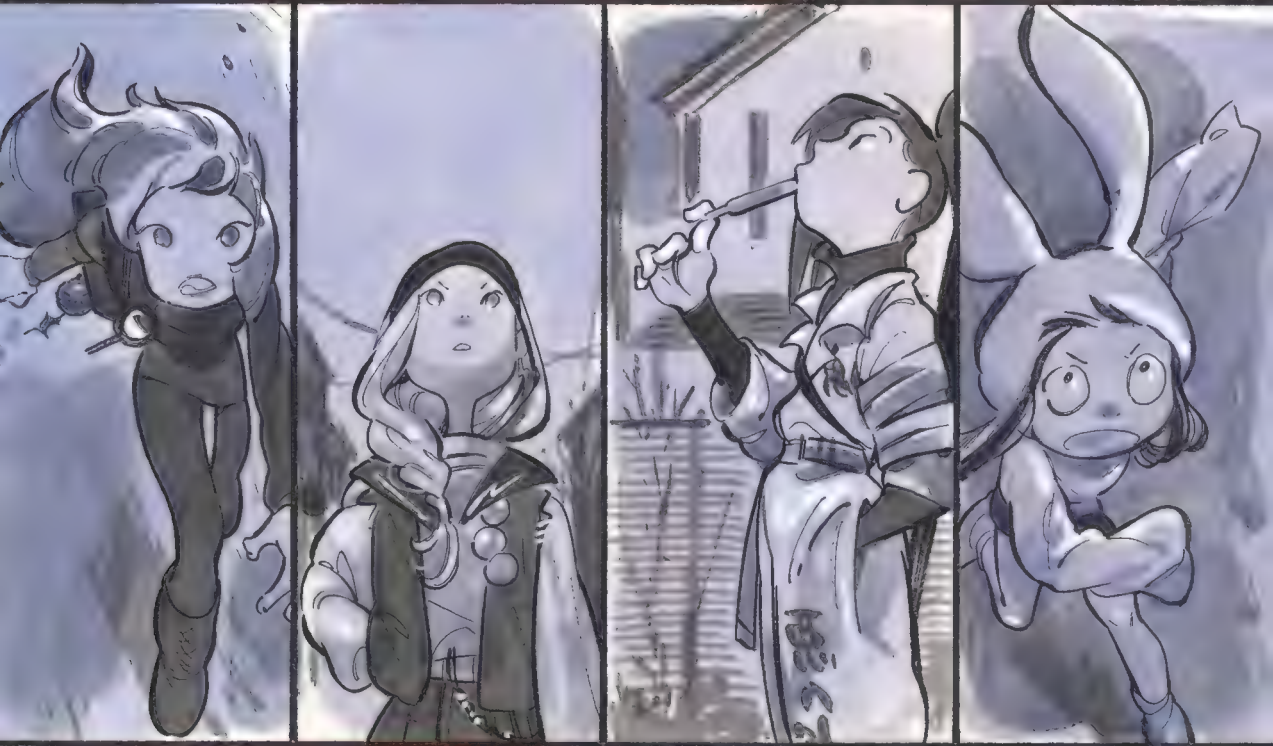


u...!!











There
she is at
last...

...my
Hisako.

Tsubasa,
forgive me...

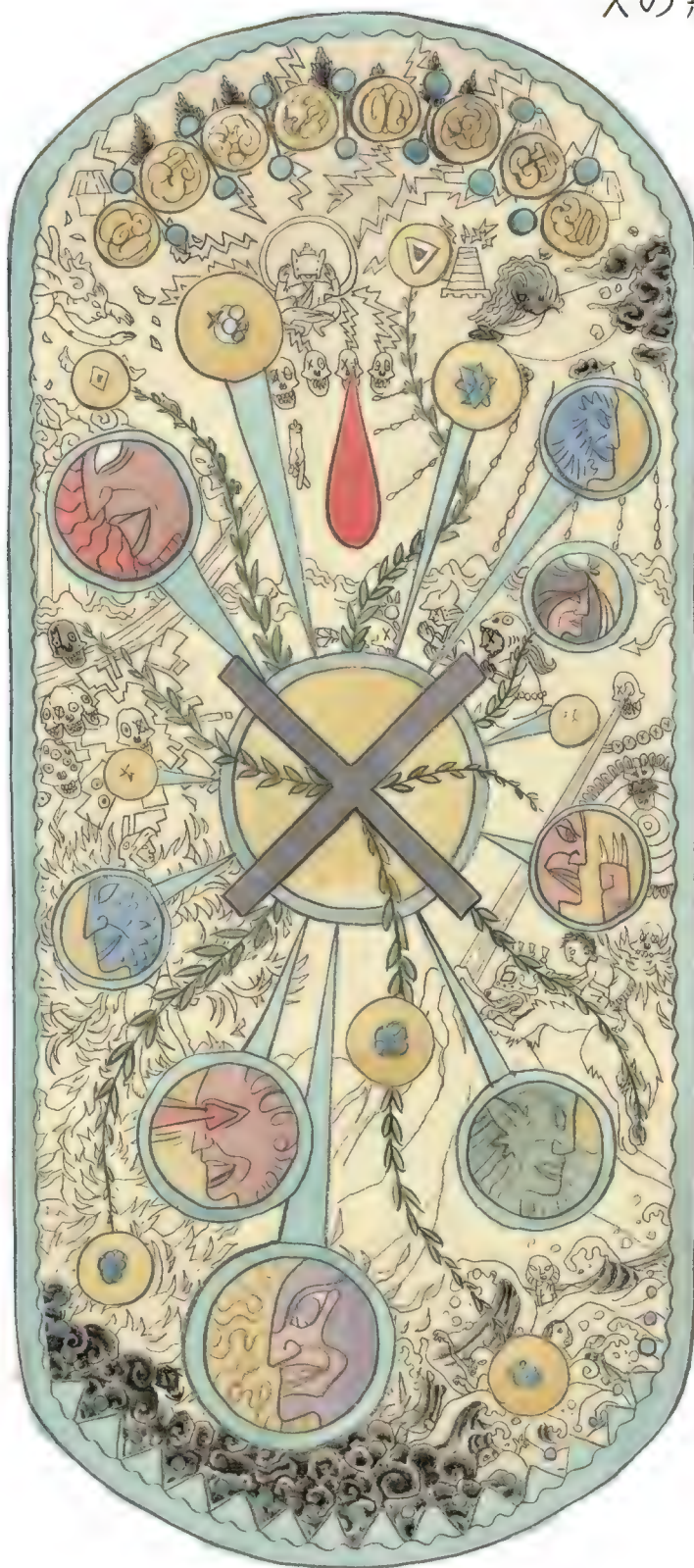
It was all
my fault.

We
are the
same.

Understood
by none.
Feared by all.

Yet
protected
by someone...
by our
power.

Welcome
to our new
world. Our new
age begins
now.





WRITER & ARTIST: **PEACH MOMOKO**

SCRIPT ADAPTATION: **ZACK DAVISSON**

LETTERER: **VC's TRAVIS LANHAM**

COVER ARTIST: **PEACH MOMOKO**

VARIANT

COVER ARTISTS: **SALVADOR LARROCA & EDGAR DELGADO;
JIM MAHFOOD; PEACH MOMOKO**

DESIGN: **JAY BOWEN & KAT WALKINGTON**

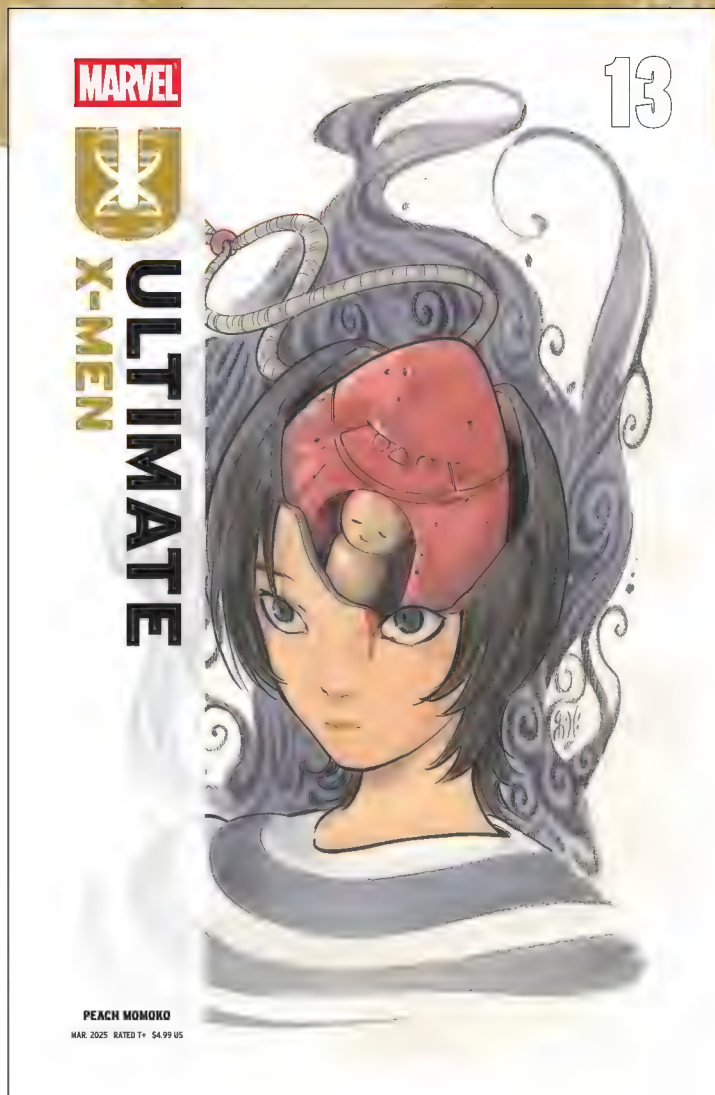
ASSISTANT EDITOR: **MICHELLE MARCHESE**

EDITOR: **WIL MOSS**

EDITOR IN CHIEF: **C.B. CEBULSKI**

X-MEN CREATED BY **STAN LEE & JACK KIRBY**

NEXT



ON SALE IN **MARCH**

WE WANT TO HEAR FROM YOU!
EMAIL US AT ULTIMATEOFFICE@MARVEL.COM
AND MARK YOUR LETTERS "OKAY TO PRINT"!

IF YOU ARE STRUGGLING WITH THOUGHTS OF SUICIDE, OR ARE WORRIED ABOUT A FRIEND OR LOVED ONE, PLEASE REACH OUT TO A COUNSELOR OR SOMEONE YOU TRUST OR DIAL 988 FOR THE SUICIDE AND CRISIS LIFELINE.

ON SALE THIS MONTH



ULTIMATE SPIDER-MAN #14

BY **JONATHAN HICKMAN**
& **MARCO CHECCHETTO**



ULTIMATE BLACK PANTHER #13

BY **BRYAN HILL**
& **STEFANO CASELLI**



ULTIMATES #9

BY **DENIZ CAMP & CHRIS ALLEN**



ULTIMATE WOLVERINE #2

BY **CHRIS CONDON**
& **ALESSANDRO CAPPUCCIO**



9

A diabolical genius known as **THE MAKER** used time travel to create his ideal Earth by systematically preventing anyone from ever becoming a super hero and by establishing a secret council of super villains, **THE MAKER'S COUNCIL**, that rules the world from the shadows.

But now the Maker is gone, locked away for the next ten months by inventor **HOWARD STARK**. Howard's teenage son, **TONY**, took on the codename **IRON LAD** and began recruiting a network of heroes to fight back against the Maker's Council and prepare for the Maker's return. But after the **HULK** ambushed this network of **ULTIMATES**, Iron Lad nearly died and remains in critical condition.

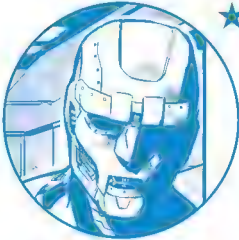
Originally, Iron Lad used "**STARK BOXES**" to send technology and heroic material to people to teach them of the heroes they were meant to become. His first success was **PETER PARKER**, who allowed himself to be bitten by a radioactive spider to become **SPIDER-MAN**. However, this story isn't about Peter Parker...

THE ULTIMATES

CAST:



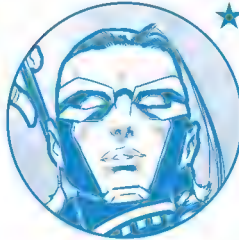
IRON LAD
TONY STARK



DOOM
REED RICHARDS



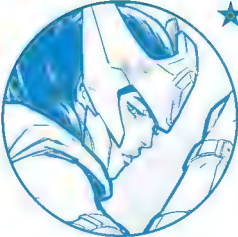
CAPTAIN AMERICA
STEVE ROGERS



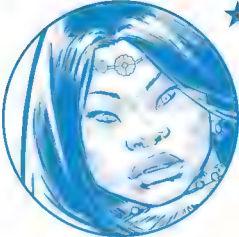
HAWKEYE
CHARLI RAMSEY



THOR
GOD OF THUNDER



SIF
WARRIOR GODDESS



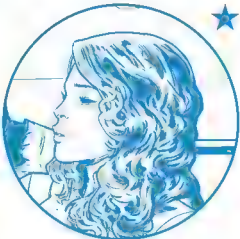
SHE-HULK
LEJORI JOENA ZAKARIA



GIANT-MAN
HANK PYM



WASP
JANET VAN DYNE



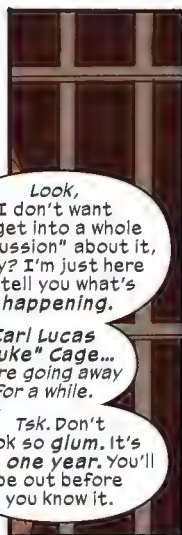
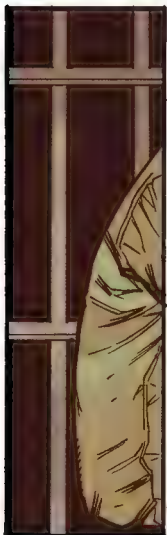
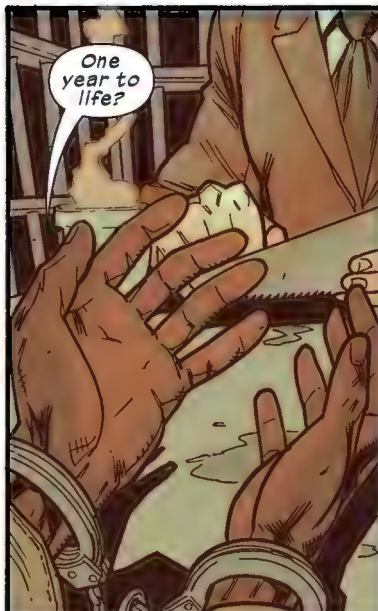
AMERICA CHAVEZ
COSMIC POWERHOUSE



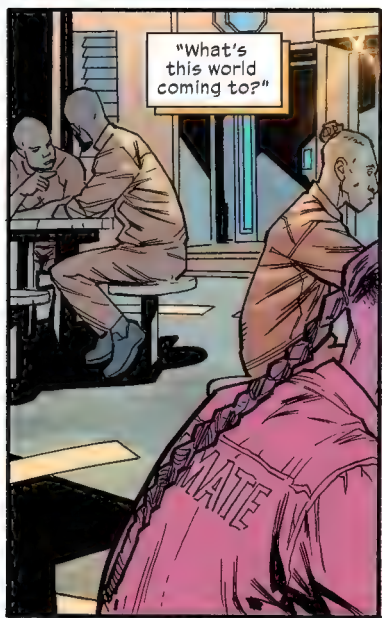
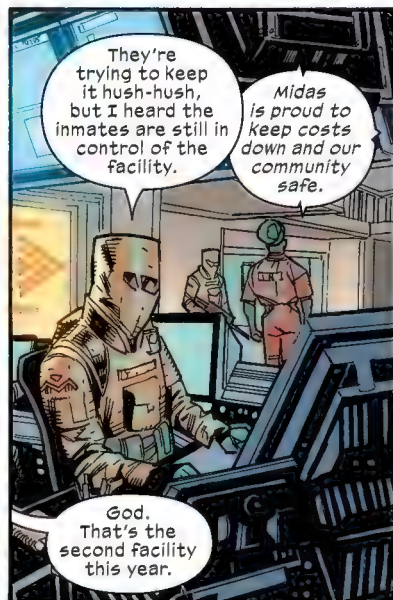
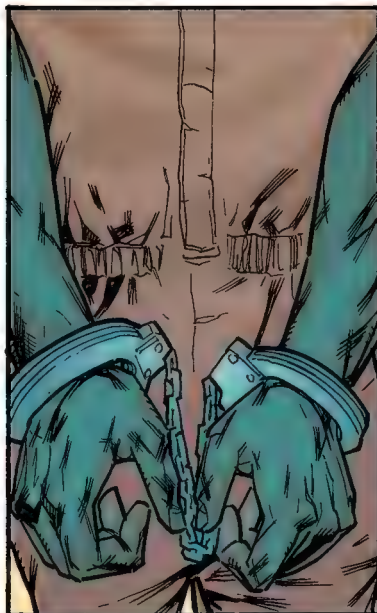
THE HUMAN TORCH
JIM HAMMOND

FEBRUARY 2025

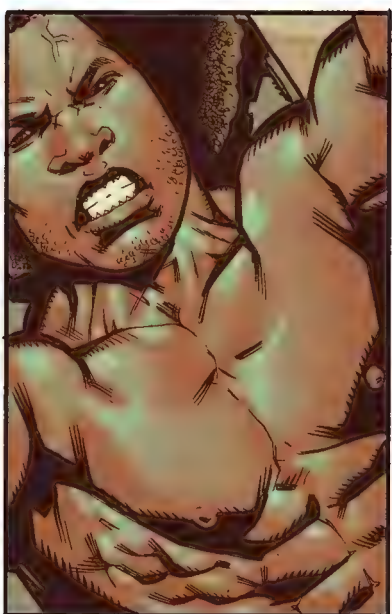
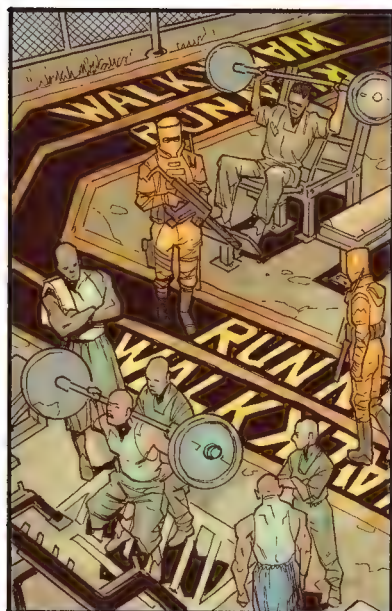
FEBRUARY 2005 SEAGATE PENITENTIARY



FEBRUARY 2025 GORDIUM CORRECTIONAL FACILITY



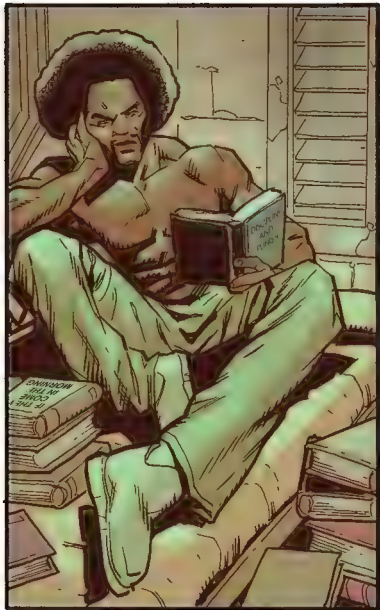
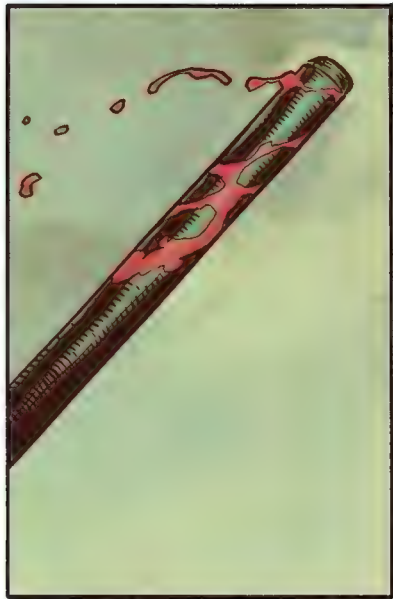
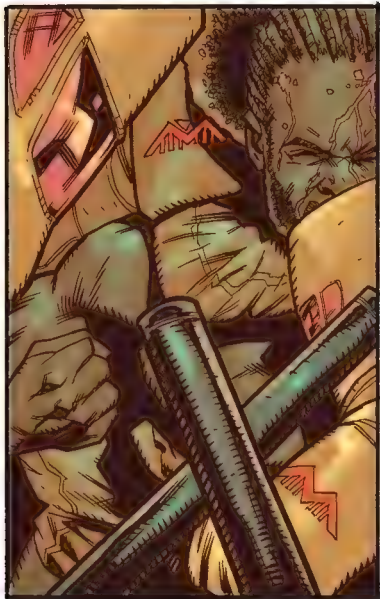
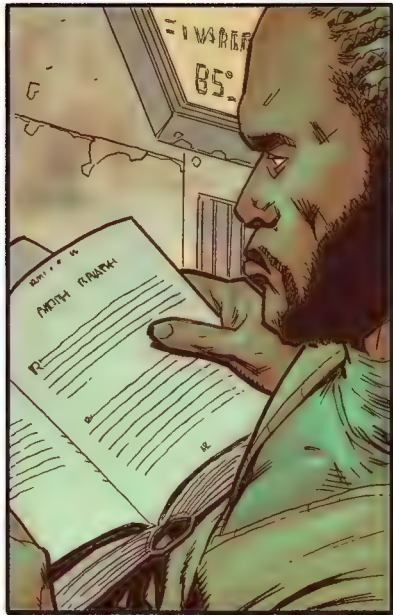
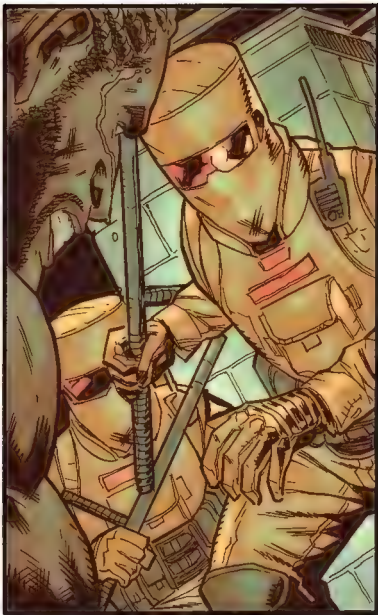
**FEBRUARY
2006
SEAGATE
PENITENTIARY**



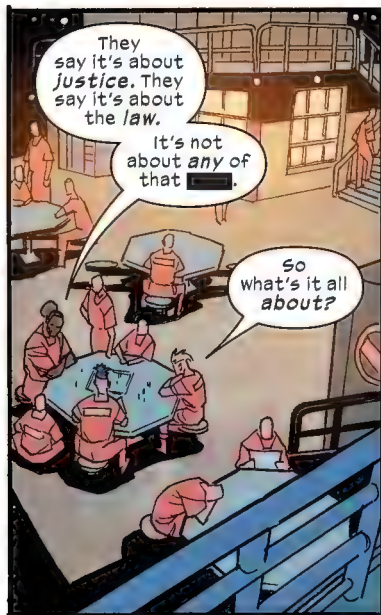
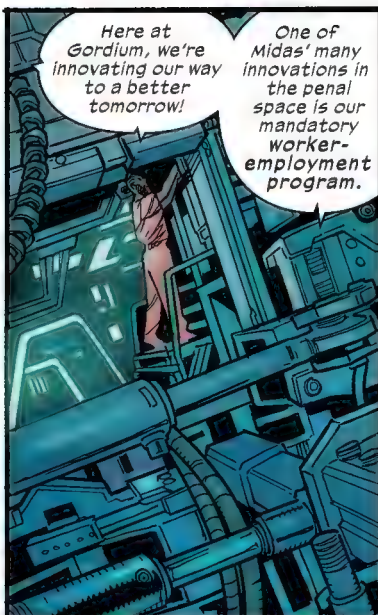
FEBRUARY
2025
GORDIUM
CORRECTIONAL
FACILITY



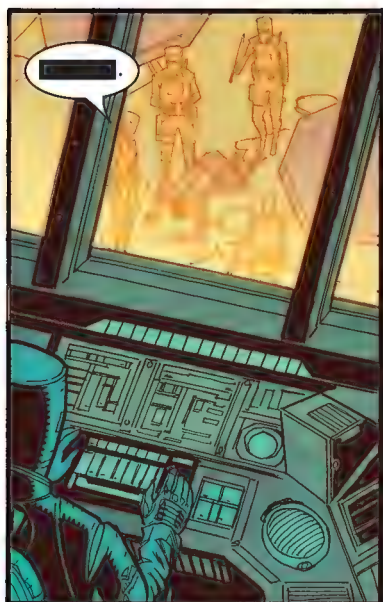
**FEBRUARY
2010
SEAGATE
PENITENTIARY**



FEBRUARY 2025 GORDIUM CORRECTIONAL FACILITY



FEBRUARY 2014 SEAGATE PENITENTIARY



FEBRUARY
2025
GORDIUM
CORRECTIONAL
FACILITY

"There
are no
good
pigs."

It doesn't
matter the color
of your *skin* or
what *god* you
worship.

"The only distinction that matters
in *here* is the distinction between
the *pigs* and the *prisoners*.
The *guards* and the *inmates*."

Us and
them.

"The guards are our
only enemies here.
Our most immediate
struggle is with *them*--
and *through* them,
the *unjust system*
they uphold."

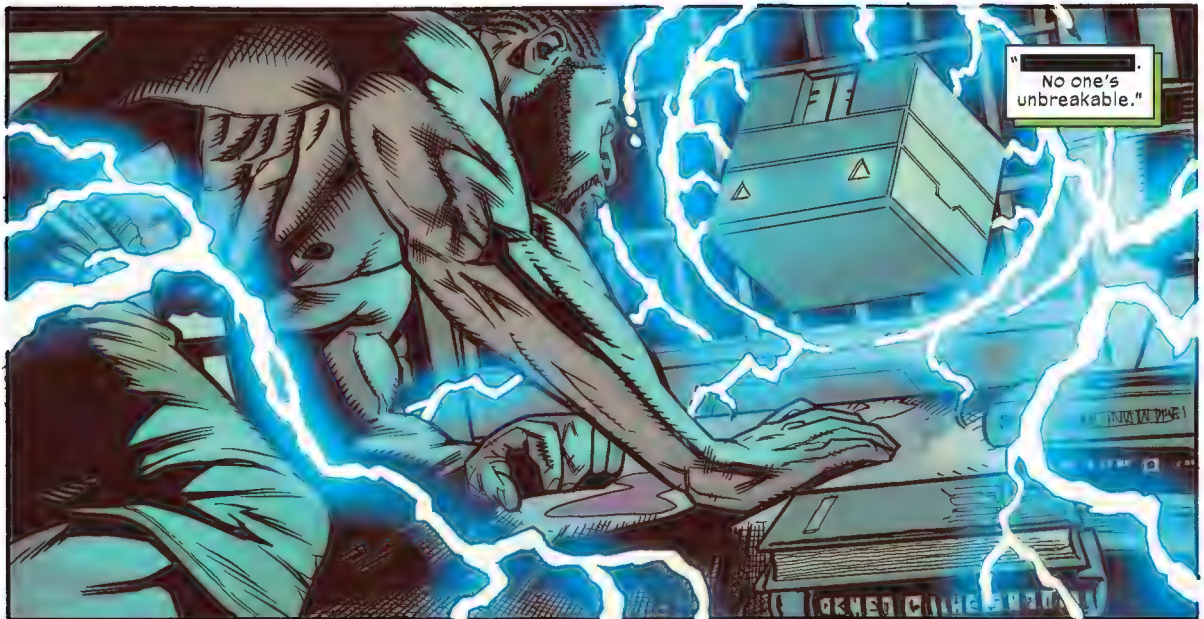
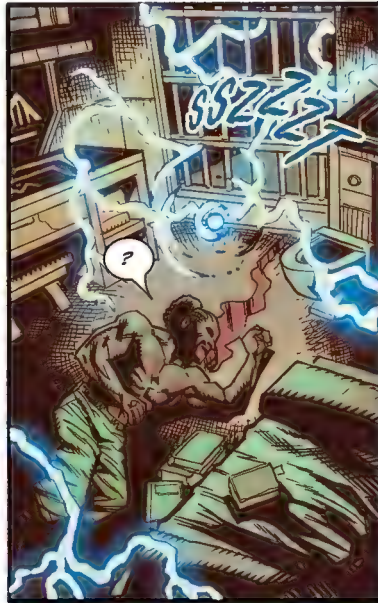
We
struggle for
nothing more--and
nothing *less*--
than control
over our own
lives.

"If we are to *succeed* in
our struggle, you'll have to
fight for the life of the man
next to you as if it were
your own. Which it is."

Because
believe me...
if they come
for *him* one
morning...

...they'll
be coming for
you that
night.

**JANUARY
2024
SEAGATE
PENITENTIARY**



FEBRUARY 2025 GORDIUM CORRECTIONAL FACILITY



The people, whether *inside* these walls or *outside*, have no control over their lives.



"But we can take control. First of this facility, and then our future."



The only difference between the inside and the outside is one of *maximum* security and *minimum*.



Weak points here, here and here.



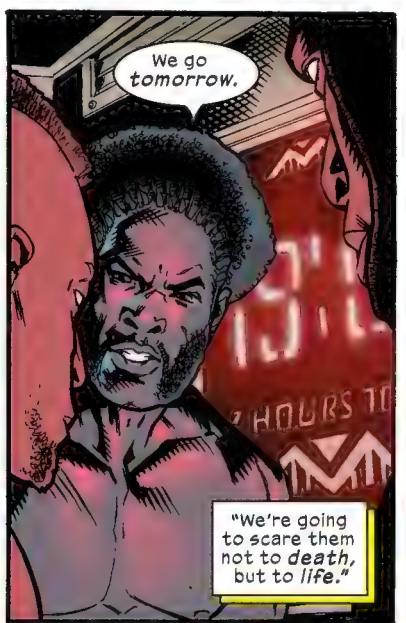
The system *cannot* stand. The world can no longer afford it. It never could.



"It cannot be reformed-- the system *resists* reform-- but must be *transformed* in the *revolutionary* sense."



We must take power back for the people. Many of whom will at first be afraid of us. That's okay.

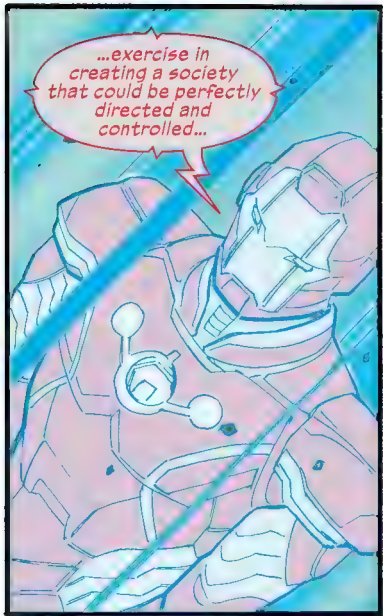
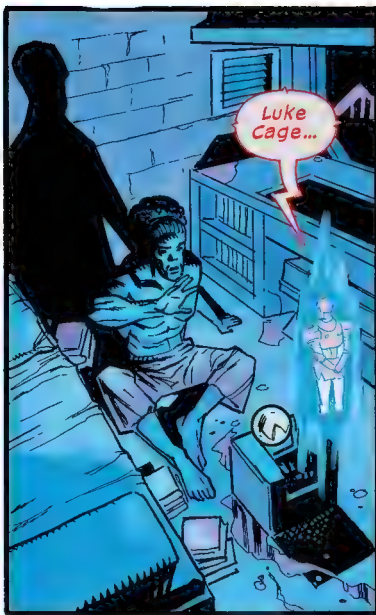


We go tomorrow.

"We're going to scare them not to death, but to life."

JANUARY 2024 SEAGATE PENITENTIARY

Cage...



FEBRUARY 2025 GORDIUM CORRECTIONAL FACILITY



**JANUARY
2024
SEAGATE
PENITENTIARY**

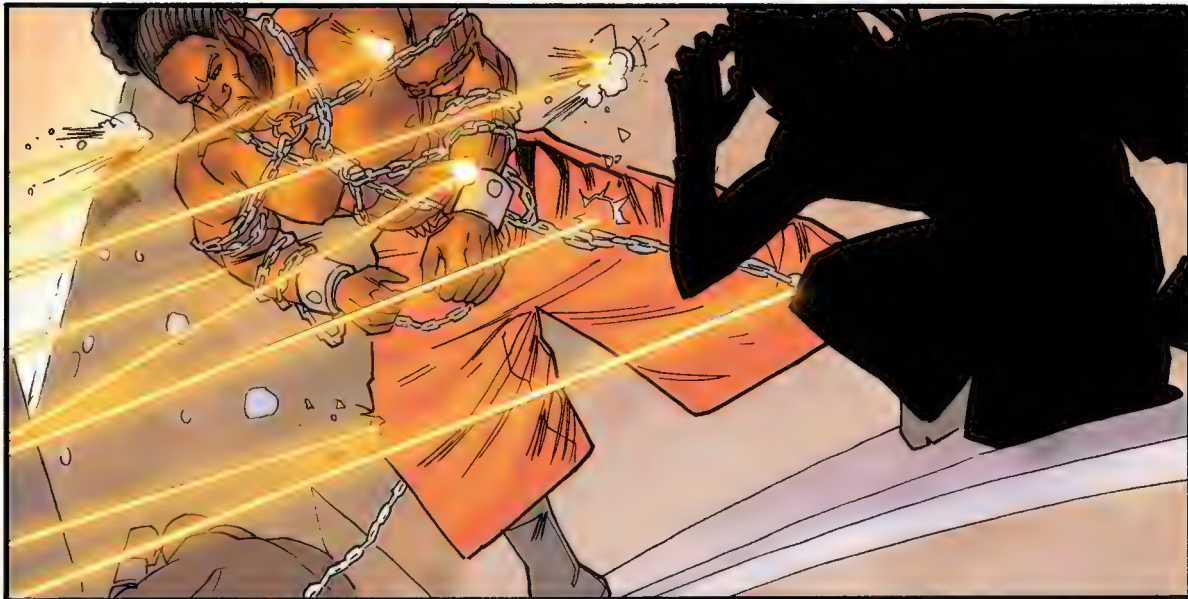


*They
stole your
future.*

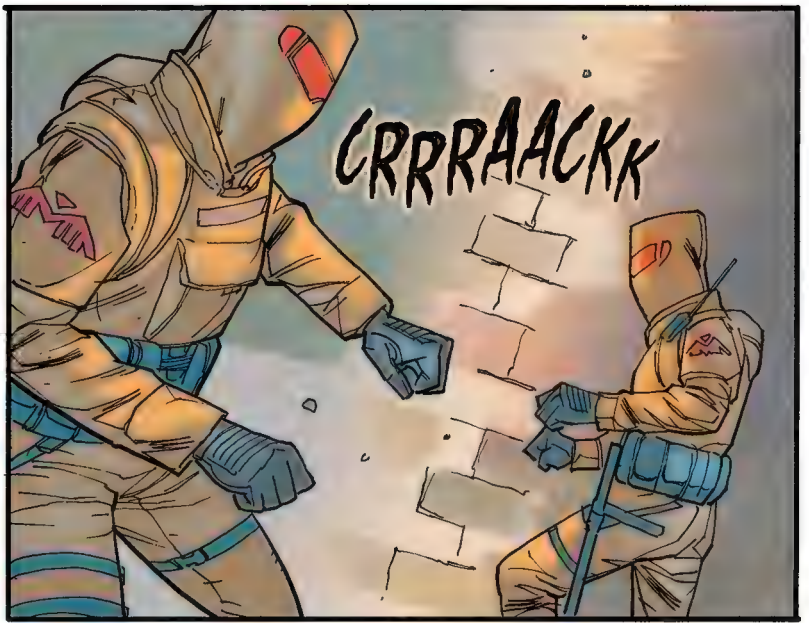
*Robbed
you of your
destiny.*

*Do you
want it
back?*

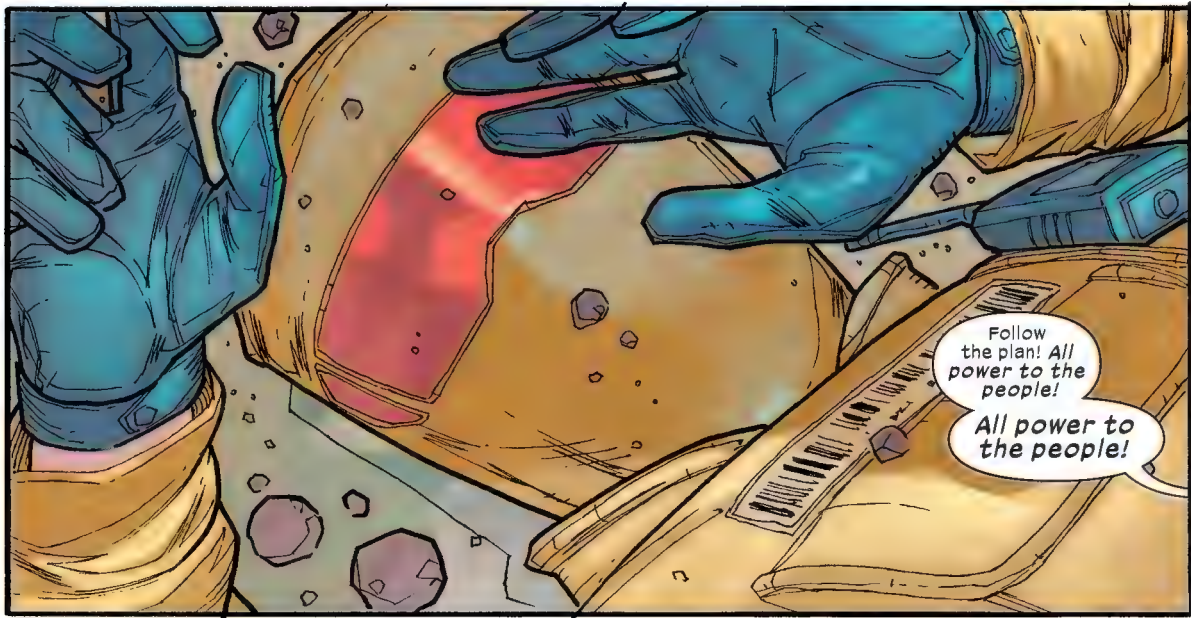
**FEBRUARY
2025
GORDIUM
CORRECTIONAL
FACILITY**



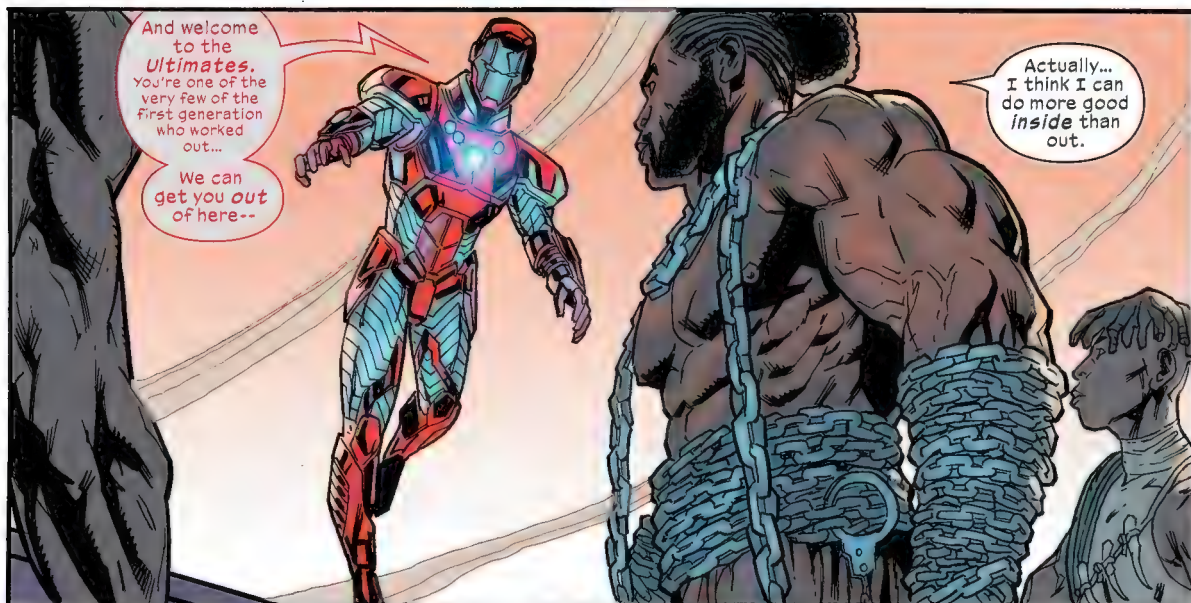
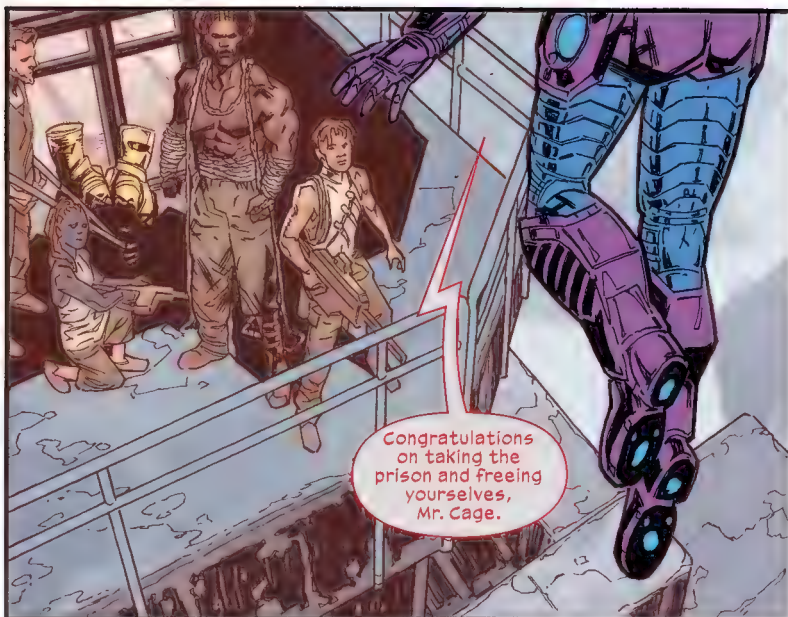
**JANUARY
2024
SEAGATE
PENITENTIARY**



**FEBRUARY
2025
GORDIUM
CORRECTIONAL
FACILITY**



JUNE 2024 SEAGATE PENITENTIARY

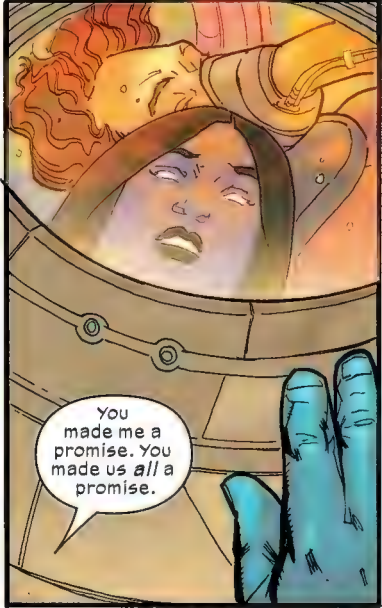
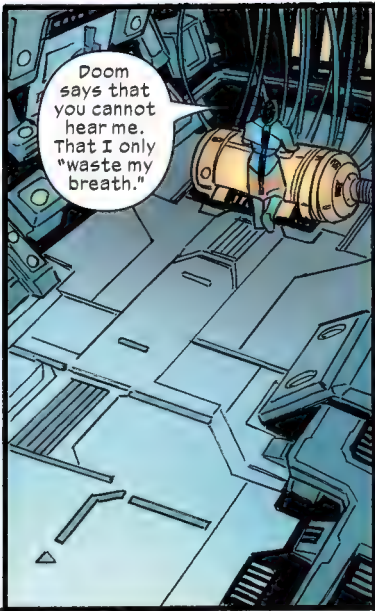
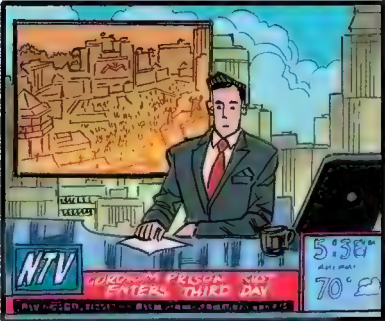


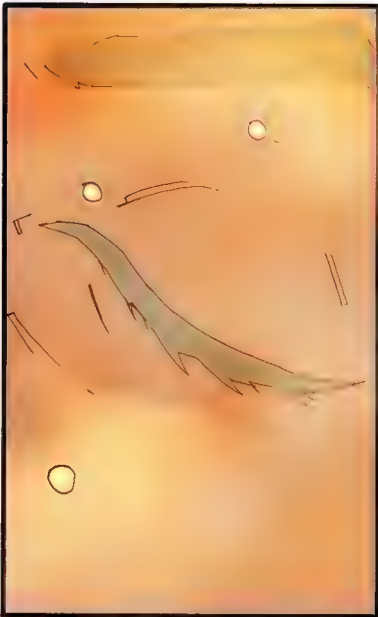
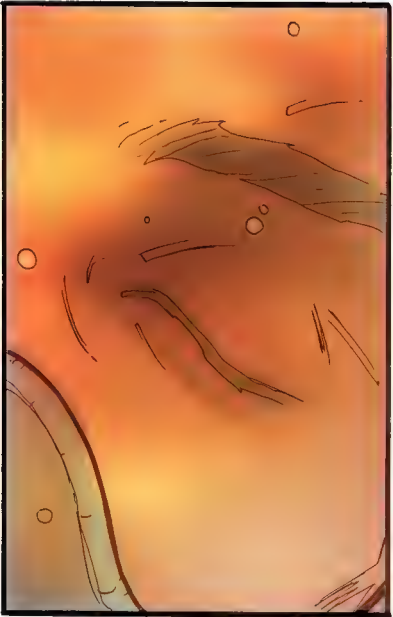
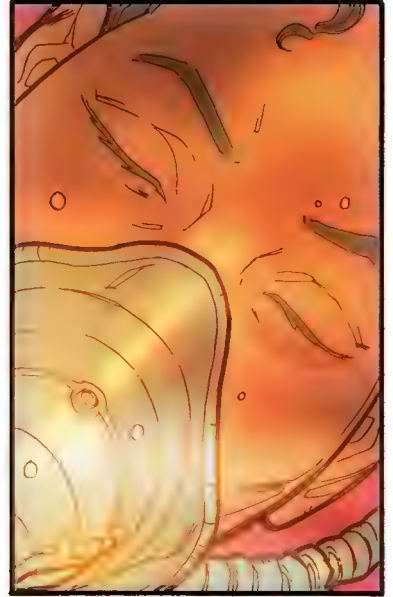
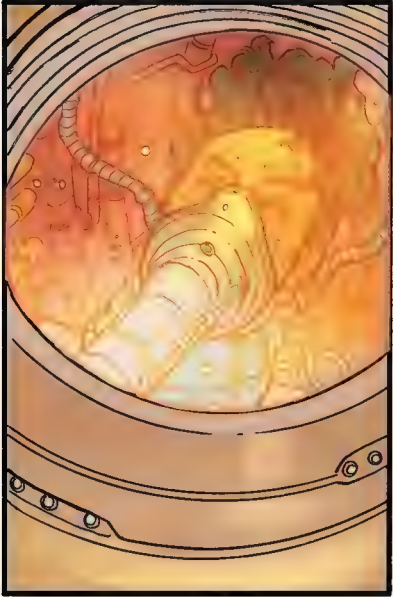
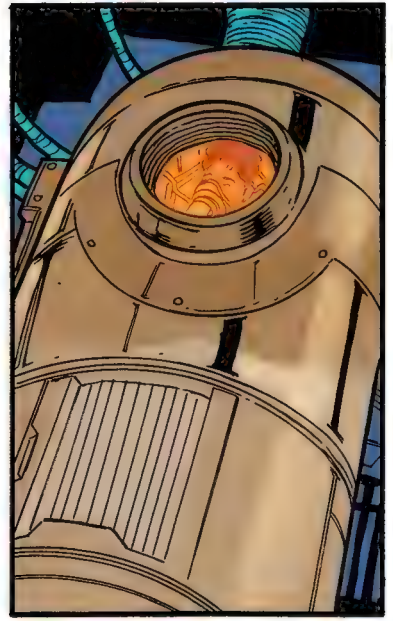
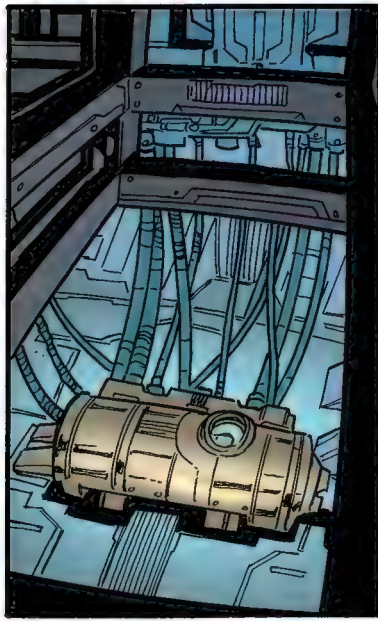
ALL POWER TO THE PEOPLE



FEBRUARY 2025
GORDIUM
CORRECTIONAL FACILITY

FEBRUARY
2025
TRISKELION
SATELLITE







.....

WRITER: **DENIZ CAMP**
GUEST ARTIST: **CHRIS ALLEN**

COLOR ARTIST: **FEDERICO BLEE**
LETTERER: **VC's TRAVIS LANHAM**
COVER ARTISTS: **DIKE RUAN & NEERAJ MENON**
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**THE
ULTIMATES**

10

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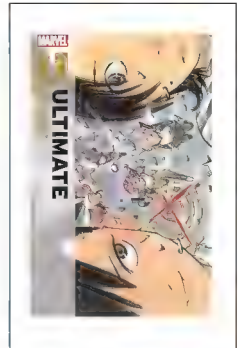


ULTIMATE SPIDER-MAN #14

BY **JONATHAN HICKMAN
& MARCO CHECCHETTO**



ULTIMATE BLACK PANTHER #13
BY **BRYAN HILL & STEFANO CASELLI**



ULTIMATE X-MEN #12
BY **PEACH MOMOKO**



ULTIMATE WOLVERINE #2
BY **CHRIS CONDON &
ALESSANDRO CAPPUCCIO**



2

A diabolical genius known as **THE MAKER** used time travel to create his ideal Earth by systematically preventing anyone from ever becoming a super hero and by establishing a secret council of super villains, **THE MAKER'S COUNCIL**, that rules the world from the shadows.

THE EURASIAN REPUBLIC, ruled with an iron fist by the ruthless triad of **PIOTR RASPUTIN (COLOSSUS)**, his sister **ILLYANA RASPUTIN (MAGIK)** and **ARKADY ROSSOVICH (OMEGA RED)**, has become one of two places in the world for all known mutant activity. The trio have created "**DIRECTORATE X**," a secret division of the government that seeks to exploit the unique genetic powers exhibited in mutantkind, headed by **DR. ALONYA PROSTOVICH**.

At the center of Directorate X is **THE WINTER SOLDIER**, a powerful mutant reprogrammed to serve as the Republic's most lethal weapon against **THE OPPOSITION**, a covert group that seeks to free mutants from experimentation and Republic control...

ULTIMATE WOLVERINE

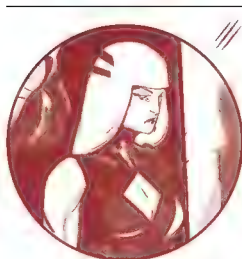
CAST:



**WOLVERINE/
THE WINTER SOLDIER**
LOGAN



COLOSSUS
PIOTR RASPUTIN



MAGIK
ILLYANA RASPUTIN



OMEGA RED
ARKADY ROSSOVICH



**DR. ALONYA
PROSTOVICH**
DIRECTORATE X
RESEARCH HEAD

FEBRUARY 2025

Thirty years ago.
The North
American Union.

My proposed
weapons project has
been postponed once
again pending further
analysis...

Bureaucrats...

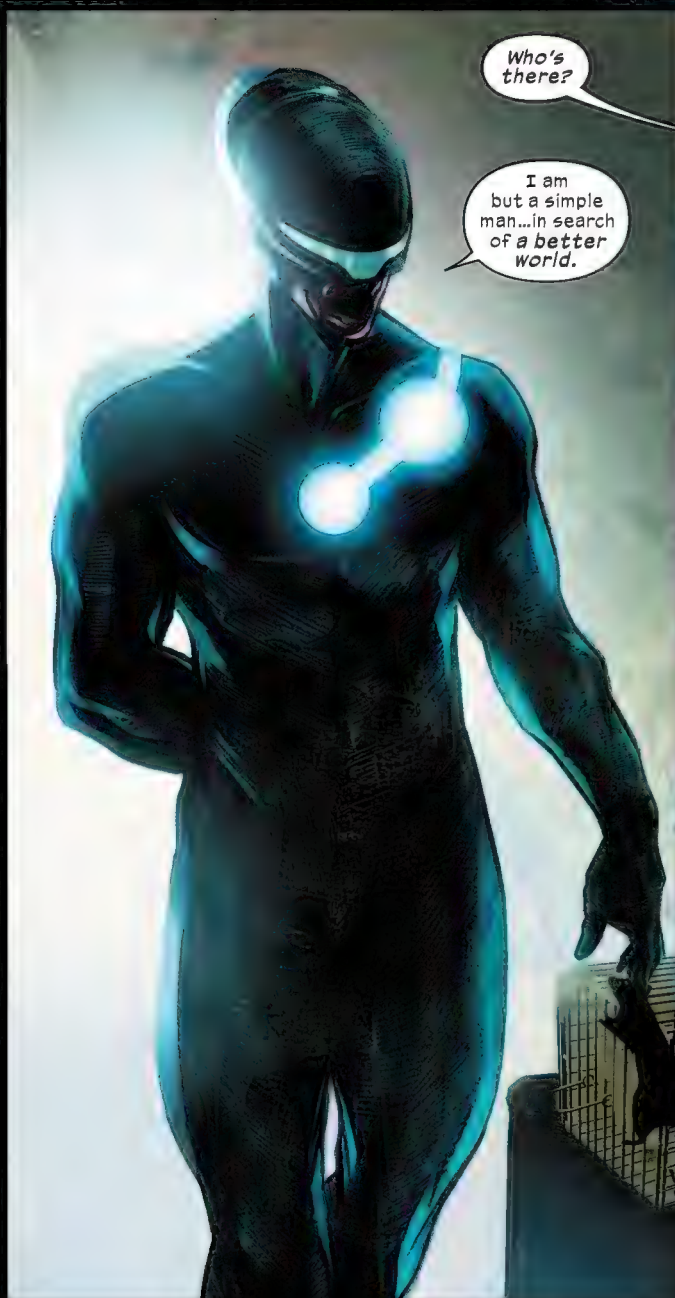
Still, our
initial findings have
yielded results that
may be useful--though our
first adamantium-infused
subject, **Weapon Alpha**,
died within *minutes* of
the procedure...

My small,
but devoted, staff
and I have discovered
a remarkable number of
individuals with abilities
beyond our own living
among us in
secret.

"Mutants,"
so called, the
rumored "**Homo
superior**." Our
**potential
subjects**...

Some
of these
individuals have
the ability to heal
themselves, others,
a supernaturally
heightened
agility.

We **do not**
know their full
potential. With the
pending approval from
the Department
of--







You see,
professor...



...I am
making
this a better
world.

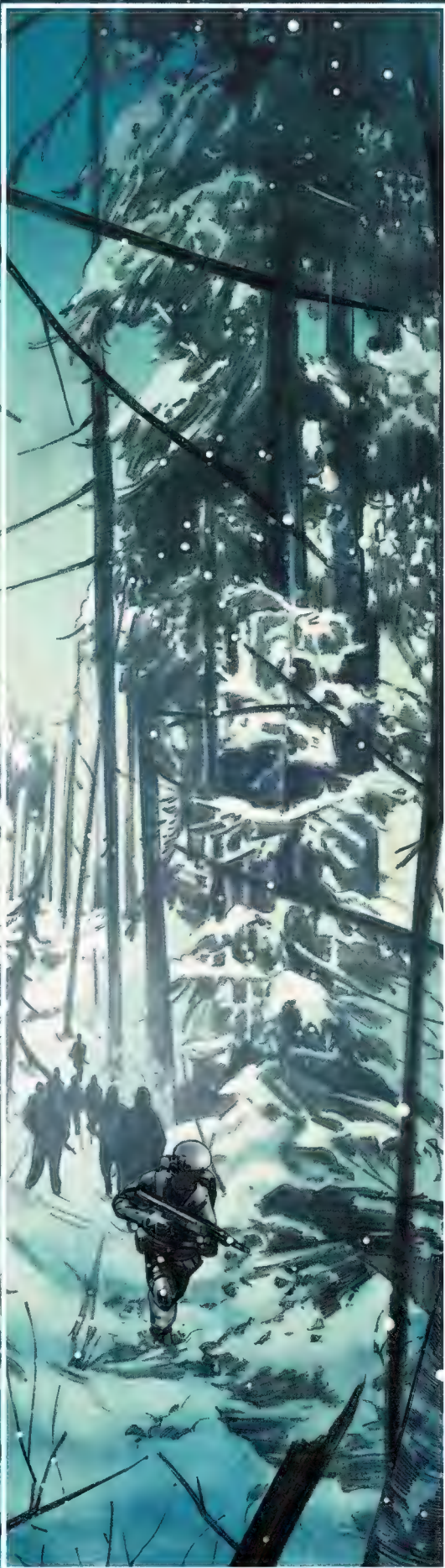
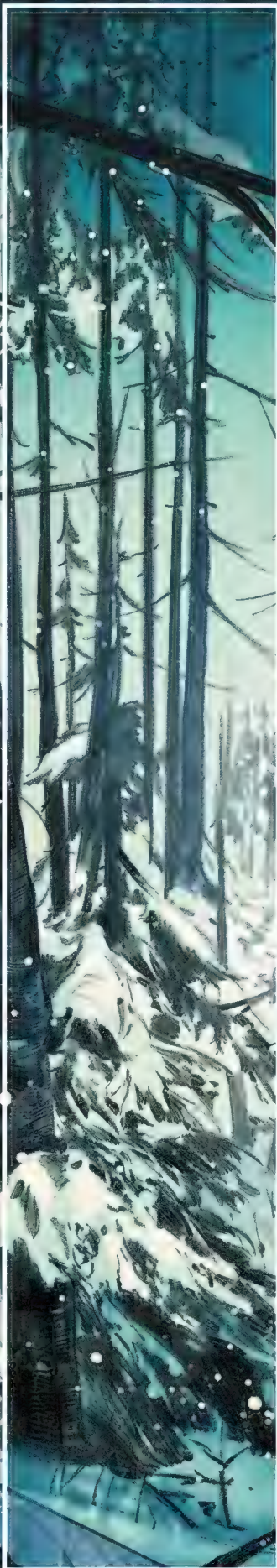


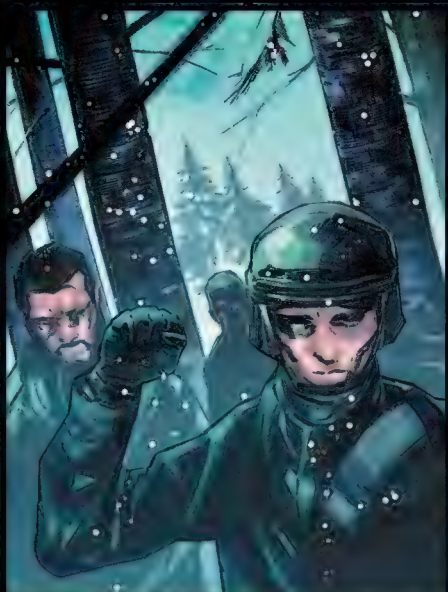
And
a better
world...

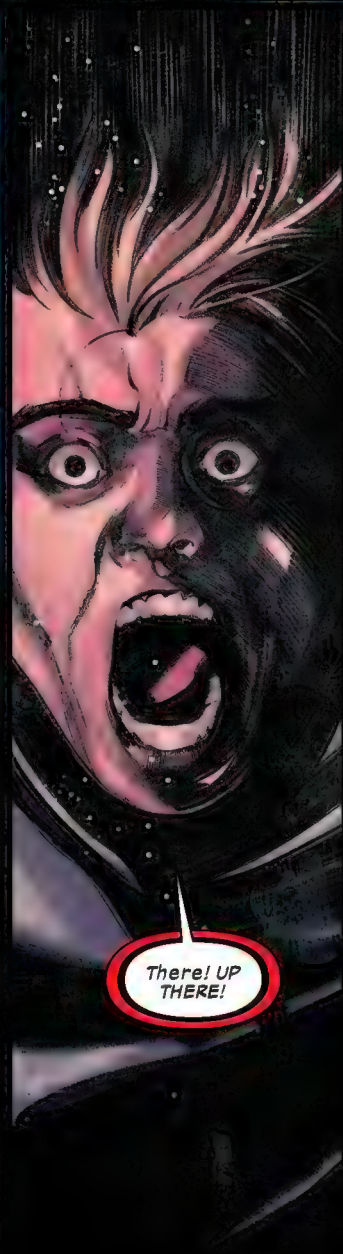
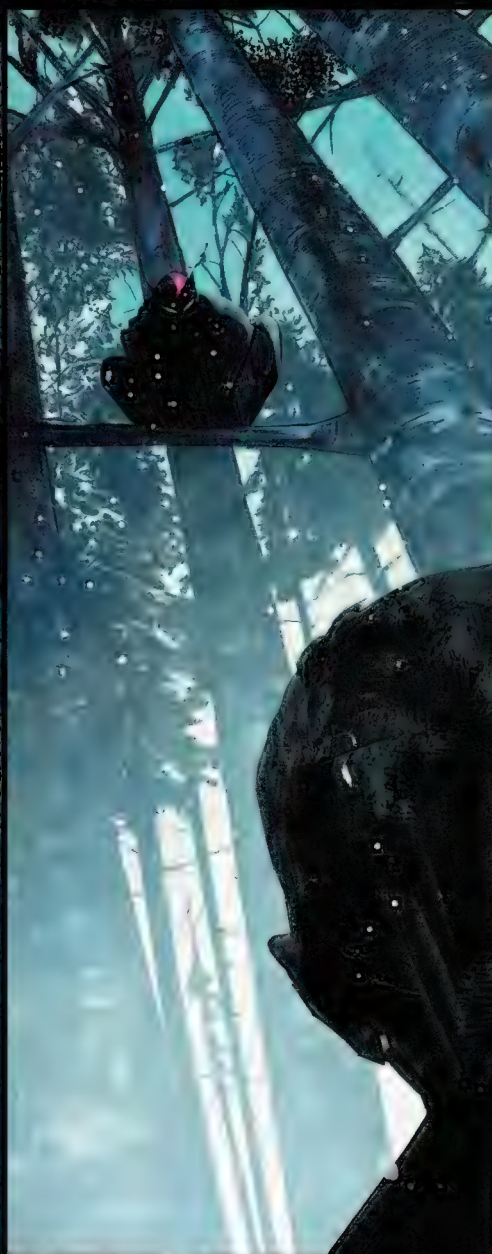


...is one
that you're
not in.

The Eurasian Taiga.
Now.









"And what if someone
else gets in that
puppet brain of his?"



Make no mistake, Leaders Rasputin and Leader Rossovich...he is ours.

How can you be so sure? We are not the only ones with telepaths at our disposal... Perhaps the project should be... terminated.

What then?

Impossible.



Terminated? We've sent him on four missions already. Four successful missions.

The Opposition is reeling, Leaders. He eliminated several top operatives last month on our western border--alone.

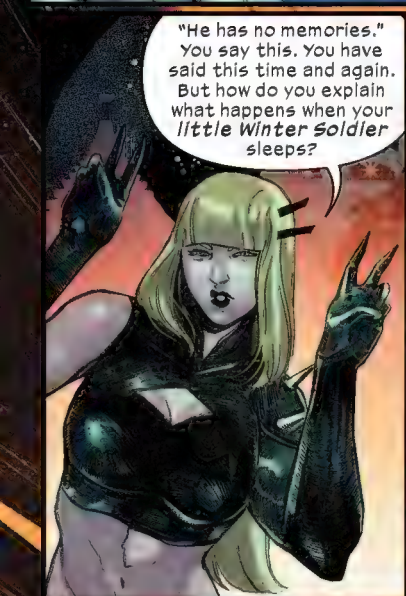


Successful missions are a dime a dozen, Dr. Prostovich. Just like your other... creations.

What does that mean?



I am tasked with certain directives and I accomplish them. I fail to understand why I am defending myself when--



"He has no memories." You say this. You have said this time and again. But how do you explain what happens when your little Winter Soldier sleeps?



Oh, you didn't think I knew? Well, perhaps it is time we check in on your project to see for ourselves how well he is doing...

Ah! Perfect.
Suffering a *night*
terror as we
speak.

Whoa--

As--excuse me--as
with any normal being,
this is a regenerative
cycle. *Restorative*.
He is dreaming.

Hnn--
Hff--
Nnnnn--

Would I
prefer him to be
inert? Yes, of
course.

But this
is not an exact
science. It
takes time,
testing--

Lives?

SHLLX

Nn--

He is
mostly docile
while awake. He
obeys, we
just--

Remove
the specimen.
I want to inspect
it myself.

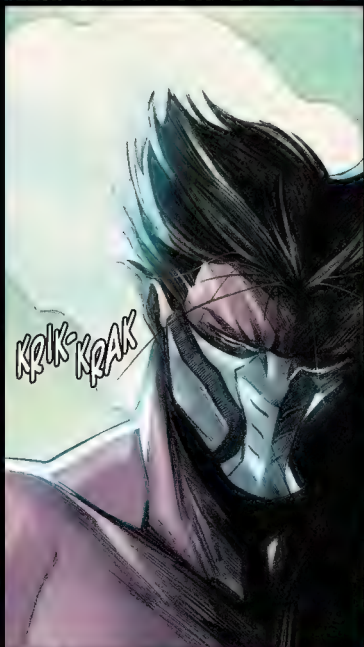
Leader, he
is in stasis. To
rip him out
suddenly would be
potentially--

y-yes,
Leader.

Do not
underestimate
how disposable you
are, doctor. *Remove
the specimen.*
Now.



Okay...okay. Vitals are reading...normal. Winter soldier, shag vpered.



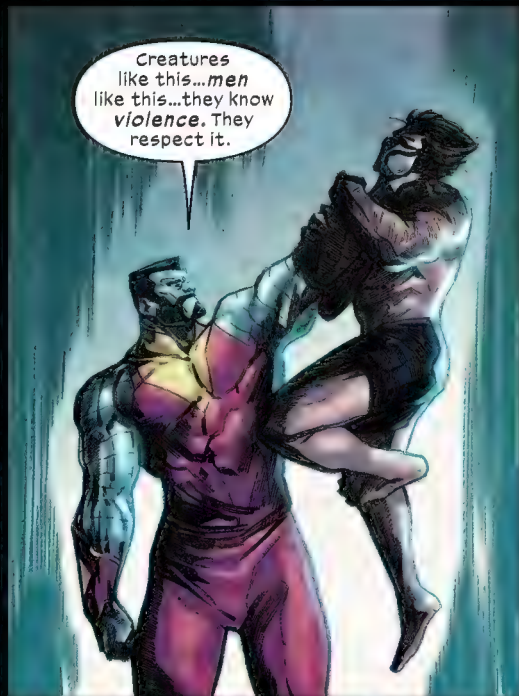
Kak'kak'



He responds to verbal commands when prefaced with designation. Otherwise, he may react, let's say poorly, out of--



Dr. Prostovich...do not dictate how I may interact with my own property. I know how to handle creatures like this. It is not with verbal commands.



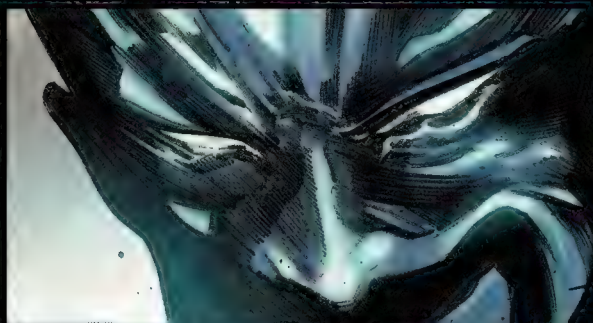
Creatures like this...*men* like this...they know *violence*. They respect it.



Because unlike you, men like this know there is no such thing as *safe*. Every second of existence, there is someone or something trying to *take from you*.



And men like this? They know that men like *me* stand in their way. If you don't crush them, if you don't show them your power-- your *true* power-- they *will* resist.



It is inevitable, doctor. After all, he has done so before. So we will *reinforce* the lesson...the Winter Soldier's rightful place...



...is under our heel.



I think we should like to see the Winter Soldier in action. No more reports. We want to *see*. Ilyana, Arkady?



Yes. A test. Dr. Prostovich should like that. She loves her *tests*.



We will send ten of our finest soldiers to pursue the Winter Soldier in a combat scenario, fully monitored. Only one shall emerge.

Excellent...



It will not only be a test for your *subject* but for you too, doctor. Fail, and we shall *revise* your relationship with Directorate X.

...Yes, Leader.



Thank God they're gone. What a mess... Come, Winter Soldier...



...na tvoikh nogakh. You have a new mission ahead of you.





What? It's got to be the Opposition though, no?

I thought--

I saw him.



He looked like...it sounds silly, but my babushka told stories when I was little of a creature in the woods. *Leshy. The forest spirit.* If you disturb the forest...



I saw it too. Only for a second. It was running like an *animal*. On all fours...

Like a demon...



What the hell are we dealing with?

It is no monster... no demon or forest spirit...



It's the "Winter Soldier."



That's
a myth...



Did a
myth just slice
Komarov's face
off? If that's true,
myths are getting
pretty dangerous
these days...



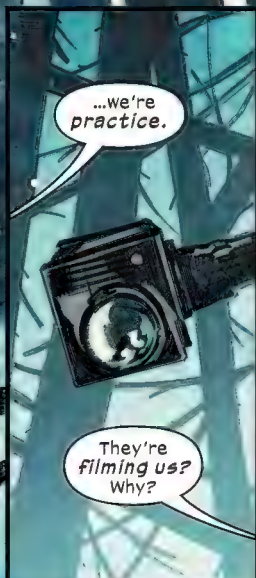
But I...I
thought...rumors
were Winter Soldier
was one of our men? A
tool of the Eurasian
Republic's
leadership...

Perhaps
he is.

Then
why is he
hunting
us?

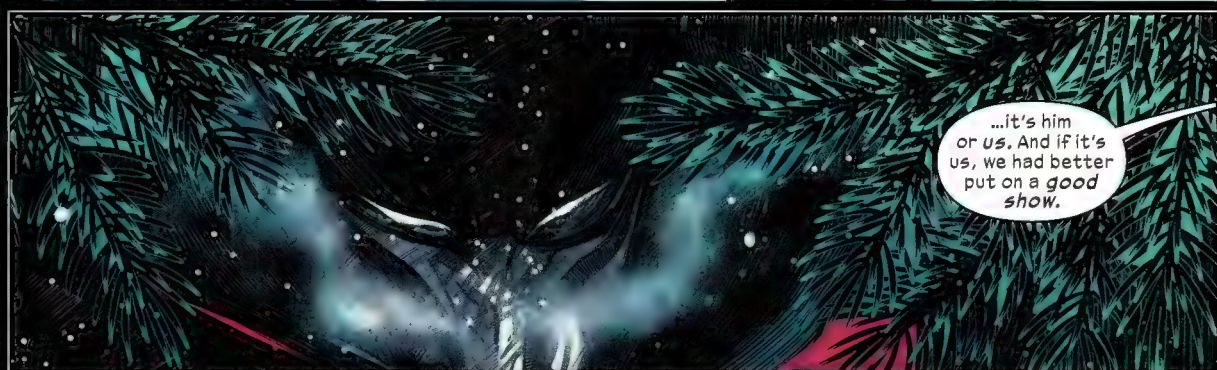


Perhaps
you should be
asking why *we're* hunting
him. If he is one of us,
then the only reason for
us to be here is
simple...



...we're
practice.

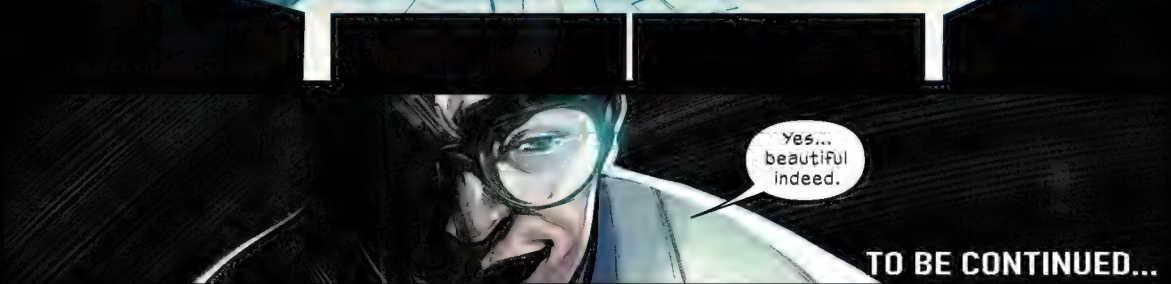
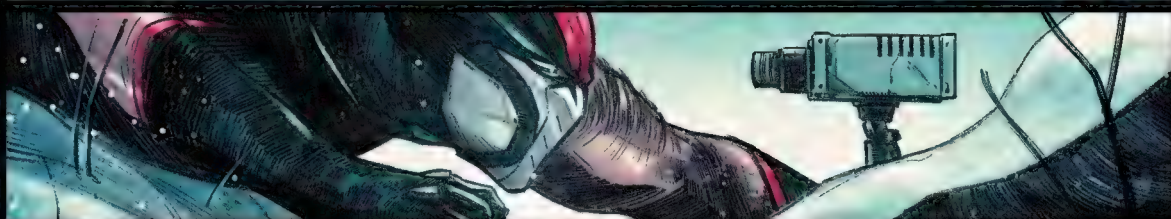
They're
filming us?
Why?



BRABABRABABRA

NO--
N-NO!!!
GOD, NO!





TOP SECRET

SPECIAL HANDLING

Memorandum for Ministry of Defense

SUBJECT: **OPERATION TAIGA**

1. Ldrs. Rasputin & Ldr. Rossovich request that a small detail of highly trained personnel be deployed to the Taiga region [REDACTED] to terminate **UNKNOWN TARGET** (UT), possibly of Opposition origin. Operation Taiga should commence immediately with extreme prejudice. UT is armed and extremely dangerous; upon contact, UT is to be eliminated—absolutely no prisoners will be tolerated. The remains of UT are to be destroyed immediately following termination.

2. Ldr. Rossovich & Ldr. I. Rasputin have requested these individuals be considered for the operation, based on recent training credentials:

Komarov, R.

Elevich, A.

Vikhrov, E.

Tokarev, P.

Khorkina, E.

Galiyeva, V.

Grosheva, P.

Paseka, M.

Ratkovic, N.

Vernadsky, Y.

Alternate individuals considered for **OPERATION TAIGA** must be submitted to Ldrs. Rasputin & Ldr. Rossovich as well as Min. Kulik for approval. As this operation is **URGENT**, it is requested that alternates be at a minimum.

3. Further, **OPERATION TAIGA** serves to ensure the integrity and stability of the Eurasian Republic against combatants, both foreign and domestic. This operation, though discreet, is of utmost importance to the Ministry of Defense and the Eurasian Republic as a whole and should be treated accordingly.

SIGNED



GENERAL NIKOLAI KULIK, MINISTER OF DEFENSE



Back



Forward



Home



Reload



Print



Find



Stop

Location: <http://www.?srsltid=AfmOooBbeRgoK9K3ogRsox7kZNEPaOOVhMFNTctOuenEiM>**TRANSCRIPTION OF PRIVATE DICTATION LOGS OF DR. ALONYA PROSTOVICH,
DIRECTOR OF SCIENCE & TECHNOLOGY FOR ARCHIVAL PURPOSES****CLASSIFIED****ENTRY X-25069**

It is cold in this office. Leave it to the Eurasian Republic's leaders to cut heating in their very own building during a winter freeze. I will have to remember to submit a request.

The Rasputins have been unusually skeptical of my Winter Soldier program, culminating in a confrontation in the Winter Soldier lab. This is all baseless, of course, as the Winter Soldier has shown nothing but unbridled success on every mission he has been deployed on, including that incredibly effective raid of the Opposition base at St. Michael's last month. Though the other missions were less memorable, they were no less successful.

Leader Illyana in particular seems to despise the Winter Soldier himself, though perhaps her distaste has more to do with her disdain for me and my methods. Where Leader Piotr—and Leader Rossovich, I might add—sees an asset to further the Republic's cause, Leader Illyana sees a threat to her power. I will not disguise my displeasure with her and her childish attitudes toward governance and leadership—I have spoken tersely to her myself, albeit within reason. I do not wish to feel the wrath of her sword, as my predecessor did.

Perhaps she is jealous of my success. Under her watchful eye, the Opposition has arisen. Under mine, it has seen defeat after defeat.

I fear that Leader Illyana's reluctance to accept the program puts it in jeopardy—and worse, I fear that this will put the entirety of Directorate X in jeopardy. Leader Piotr seemed to be entertaining her position, which led directly to the confrontation in the lab that I had mentioned briefly before. Of course, Winter Soldier remained docile despite the hostilities, as he has been programmed with several measures to ensure that—at minimum—he never attacks Leaders Illyana, Piotr or Rossovich. Or myself, for that matter. This includes the use of code phrases that effectively shut him off like a machine—known only to me. He may be a living specimen, but he is truly no different than one of the X-S modules I have been testing. And like them, he is mine.

What saved Winter Soldier from further torment was a proposition. The Leaders wish to see Winter Soldier in action against a formidable foe. We could have programmed Sentinels, or the new X-S modules, to combat him, perhaps even programmed a new Opasnaya Komnata scenario, but

They have decided to create a false operation in the Eurasian Taiga. They fear that the soldiers will hold back if they know it is a test of a Republic asset. So they have falsified an entire series of documents and misled the Ministry of Defense to believe it is deploying its best troops—handpicked by our Leaders—to kill a possible Opposition foe.

The forest will be rigged with cameras, and Winter Soldier will be released hours before with similar mission parameters: kill the opposition.

The Leaders believe this is a formidable task—one that will test Winter Soldier's keen skills in battle against the Eurasian Republic's most fearsome—and fearless—soldiers. However, they do not know what I do.

These soldiers are dead before their feet ever touch the ground.

END DICTATION



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ARTIST: **ALESSANDRO CAPPUCCIO**

COLOR ARTIST: **BRYAN VALENZA**
LETTERER: **VC's CORY PETIT**
COVER ARTISTS: **ALESSANDRO CAPPUCCIO & FRANK MARTIN**
VARIANT
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DESIGNER: **JAY BOWEN**
ASSISTANT EDITOR: **MICHELLE MARCHESE**
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**ULTIMATE
WOLVERINE**



3

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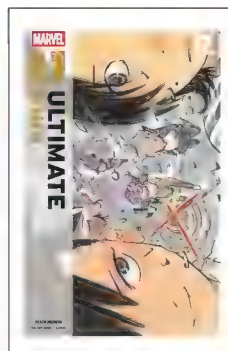
ULTIMATE SPIDER-MAN #14

BY **JONATHAN HICKMAN
& MARCO CHECCHETTO**



ULTIMATE BLACK PANTHER #13

BY **BRYAN HILL & STEFANO CASELLI**



ULTIMATE X-MEN #12

BY **PEACH MOMOKO**



ULTIMATES #9

BY **DENIZ CAMP & CHRIS ALLEN**



15

Twenty years ago, **THE MAKER** prevented a radioactive spider from biting a young **PETER PARKER**. He likewise prevented the creation of any other super heroes and formed a secret council to rule the world from the shadows.

Fourteen months ago, **TONY STARK** sent Peter that same radioactive spider along with a picotech suit. Since then, Peter has used the incredible powers granted by the spider's bite to fight crime alongside **GREEN GOBLIN**, a.k.a. **HARRY OSBORN**, co-C.E.O. of **OSCORP**.

KRAVEN THE HUNTER kidnapped Peter and Harry on orders from **WILSON FISK**, the **KINGPIN**. While Peter was missing, his son, **RICHARD**, donned the picotech A.I. suit to become his own **SPIDER-MAN**. Peter finally escaped Kraven's dangerous game, but unfortunately, Harry didn't make it out alive. And now Peter's secret identity and family are compromised...

ULTIMATE SPIDER-MAN

CAST:



PETER PARKER
SPIDER-MAN



MJ WATSON-PARKER
PR GURU



RICHARD PARKER
PETER AND MJ'S SON



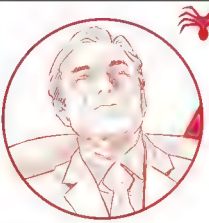
MAY PARKER
PETER AND MJ'S DAUGHTER



HARRY OSBORN
GREEN GOBLIN



GWEN STACY
HARRY'S WIFE, OSCORP CEO



BEN PARKER
PETER'S UNCLE



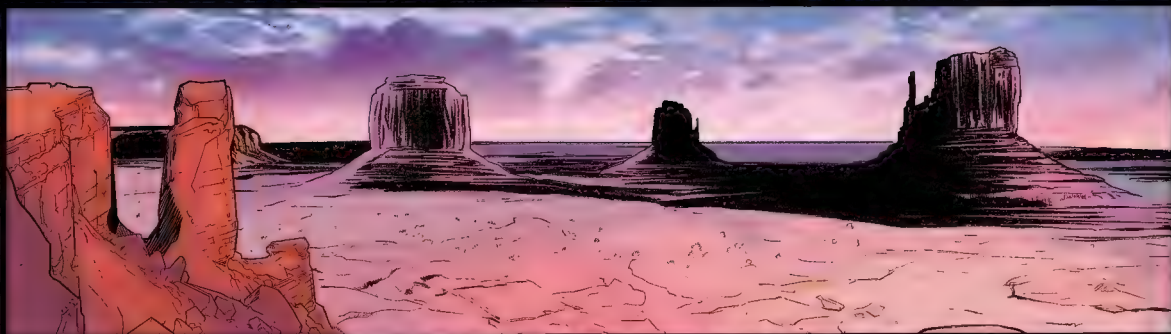
J. JONAH JAMESON
BEN'S BUSINESS PARTNER



FELICIA HARDY
BLACK CAT



WILSON FISK
KINGPIN



MARCH





No, it is not.

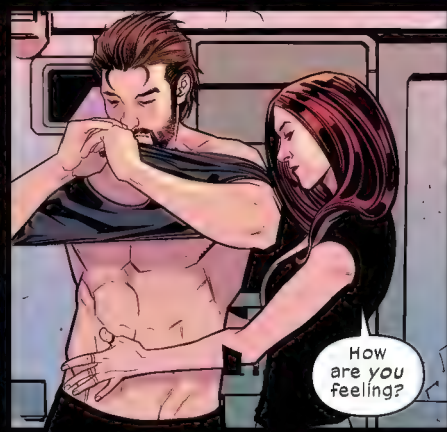
Mornin'.



Hey there.

Kids still asleep?

They're stirring...



How are you feeling?



Body'll be fine. But I'm...

I'm just...

Harry?



That. And everything. I wake up every day and think it was all a bad dream. I just can't believe I couldn't save him...

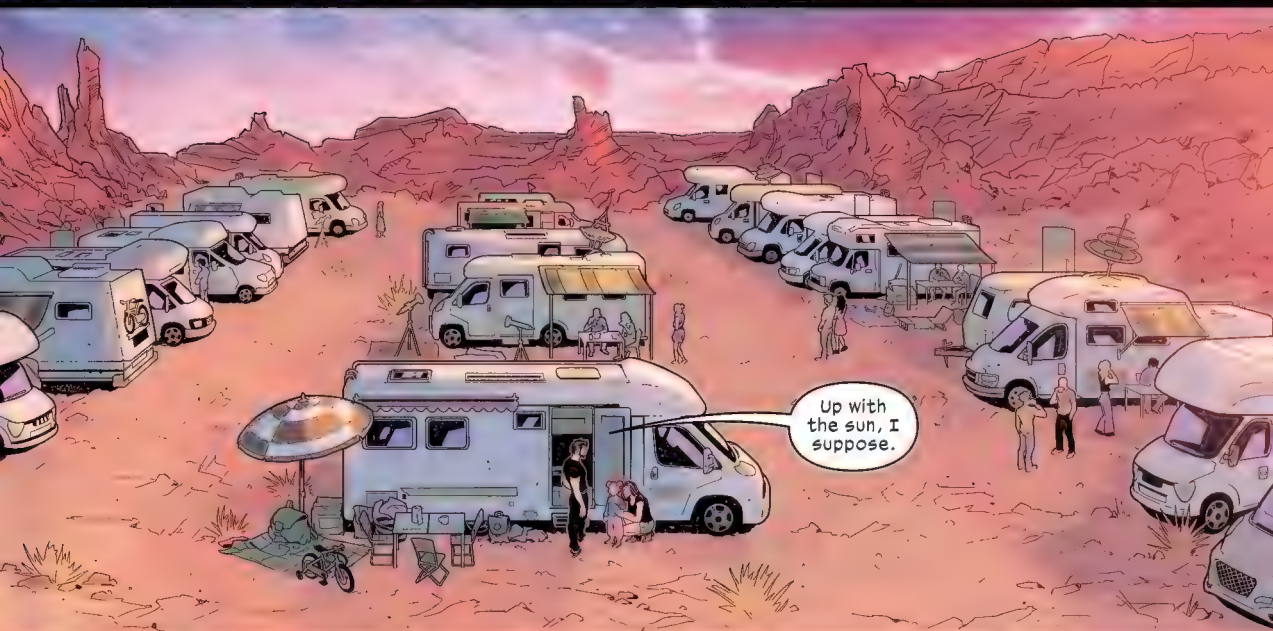
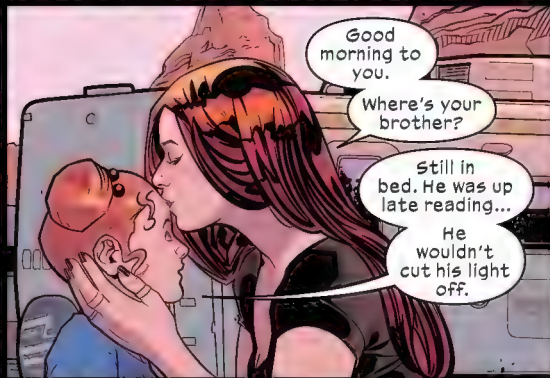
I can't believe I put you guys at risk. And I can't believe we're living like this-- on the run...

I...I--



Hey. We're not on the run.

We're on vacation.





Mornin', neighbors.

Beware strangers bearing gifts.



You know, if you keep bringing us coffee every morning, pretty soon I'm gonna start expecting it.

Well, don't do that. That's exactly how the government gets you.



Peter here actually thinks you're from the government, David.

MJ...

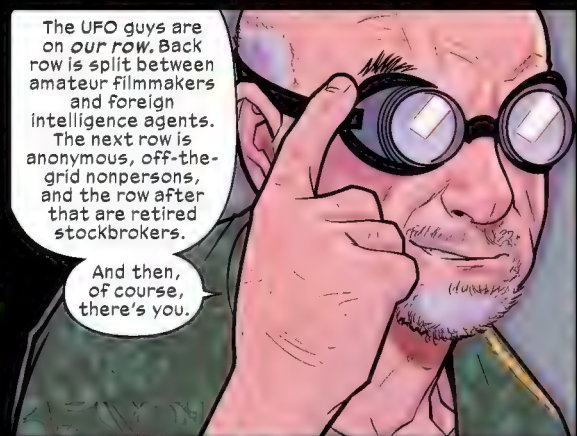
He thinks those are X-ray goggles.



Joke's on you, Pete.

The only people around here with working X-ray goggles are over on the back row. They'll deny it, but they got 'em.

Which ones are those? The UFO guys?



The UFO guys are on our row. Back row is split between amateur filmmakers and foreign intelligence agents. The next row is anonymous, off-the-grid nonpersons, and the row after that are retired stockbrokers.

And then, of course, there's you.



Can I have some coffee?

Absolutely not. You already bounce off the walls.

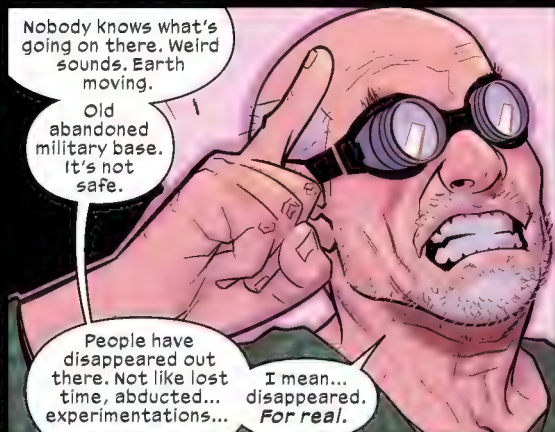
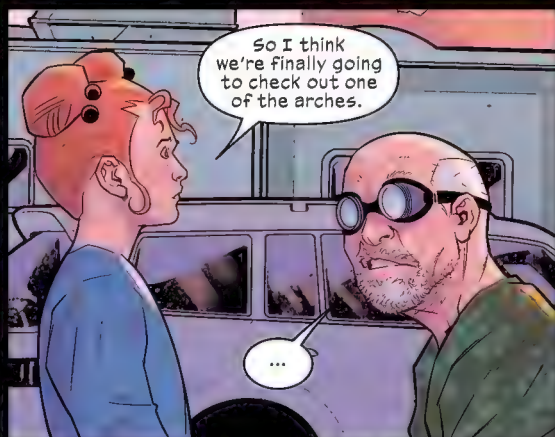
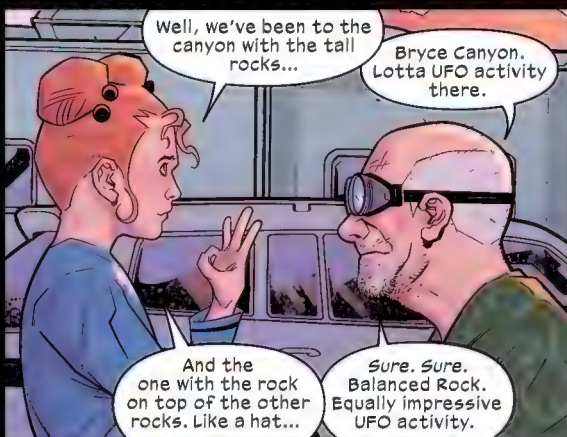


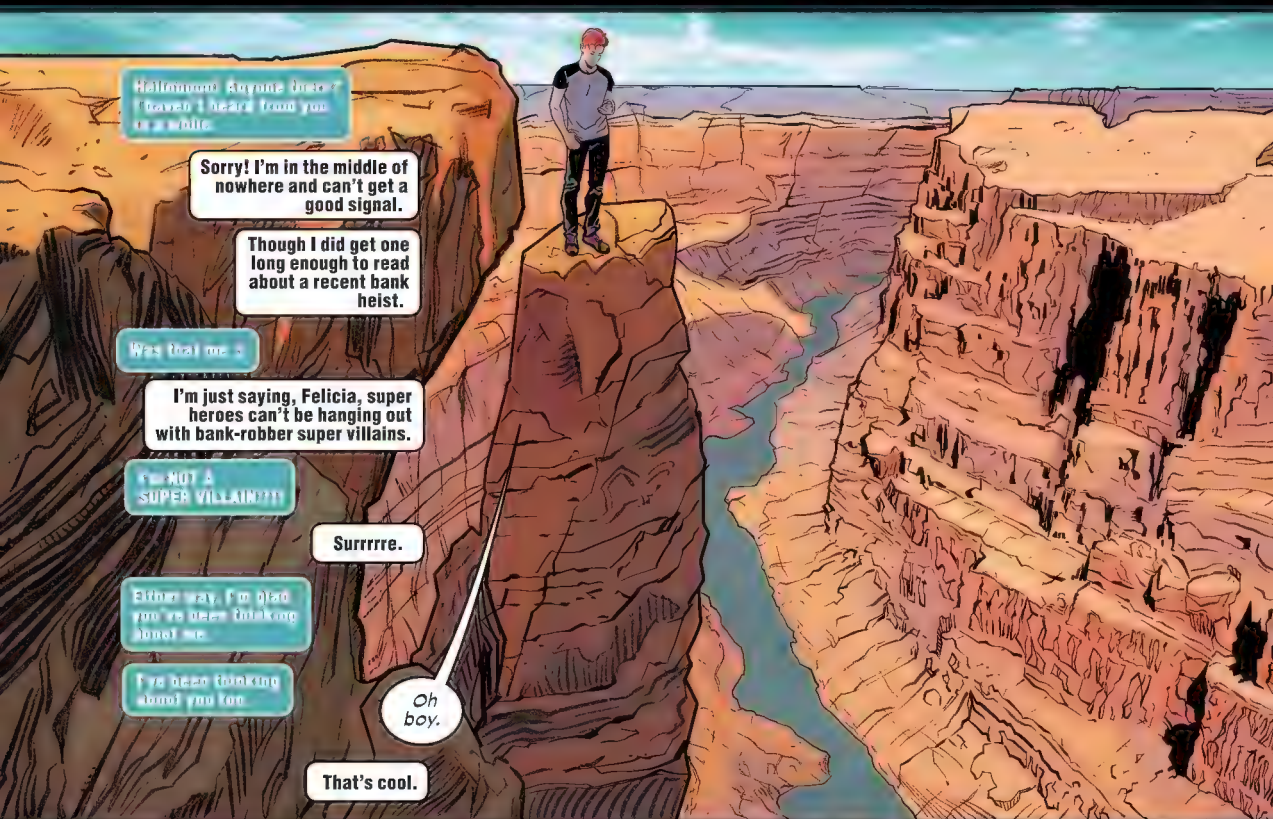
Sorry, kiddo. I'm a wild man, but I draw the line at aggravating mothers.

What're you guys doing today?

My favorite. Sightseeing.

Any place in particular?





Helllooooo! Anyone there?
I haven't heard from you
in a while.

Sorry! I'm in the middle of
nowhere and can't get a
good signal.

Though I did get one
long enough to read
about a recent bank
heist.

Was that me?

I'm just saying, Felicia, super
heroes can't be hanging out
with bank-robber super villains.

I'm NOT A
SUPER VILLAIN!!!

Surrrrrre.

Either way, I'm glad
you're down thinking
about me.

I've been thinking
about you too.

Oh
boy.

That's cool.



That's cool?
You idiot. What's
wrong with--?

It IS cool.

Okay.
Okay...

So maybe when I get
back we can go out
or something?
! FAILED TO SEND

Failed to
send? Failed to
send!!!

What the
#@!\$?!

Language!



Sorry,
Dad.



Uh-huh.
So I'm
still not sure
about this...

Why, again,
is it a good idea
to bring you along
on this little
adventure?



Because,
historically,
team-ups are
awesome. And
people eat this
father-son
stuff up.
Especially
the sons.

Yeah, well,
I love you...but it
ain't sentimentality
I'm going for.



You
understand
that something
bad happened to
Mister Harry
and now he's
gone?

Yes.



Well the
truth is, I want
to protect you
from things like
that. Forever.

But whether
I like it or not,
at some point
you're gonna be
on your own,
kiddo.



Well,
remember,
I do have the
suit.

Speaking
of...

Let's have
a chat about
that.

I'm not
talking to
you, Son.

That's
what we're
doing.



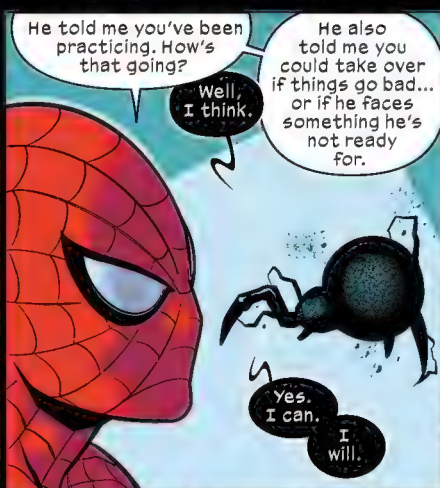
He's talking to me.



There are a couple of rules I want to go over.

No. These are different rules. For when Richard is wearing you in a dangerous situation.

Rule number one: No touching Mary Jane. Rule number two: Pr--



He told me you've been practicing. How's that going?

Well, I think.

He also told me you could take over if things go bad... or if he faces something he's not ready for.

Yes, I can.

I will.



So if you have to make a choice between saving me and saving him...you know what to do, right?

Yes, Peter. Because I'm modeled after you.

If that ever happens, I need to save everyone.



That's not what I mean.

I know exactly what you mean.

Would you ever let anything happen to him?

You know I wouldn't.

Then know I wouldn't either.



Can I just say that you guys are really sucking all the fun outta this?

No.

No.

Later.

There it is.

The abandoned military base.

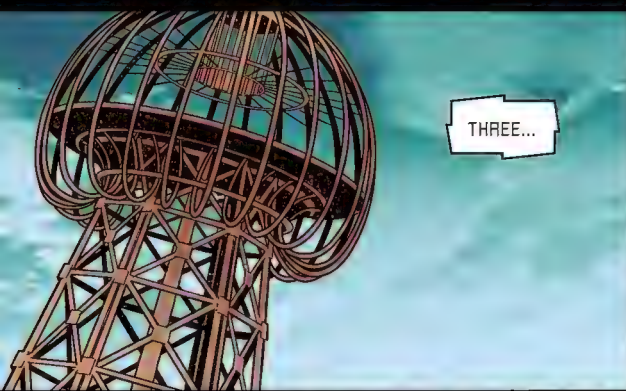
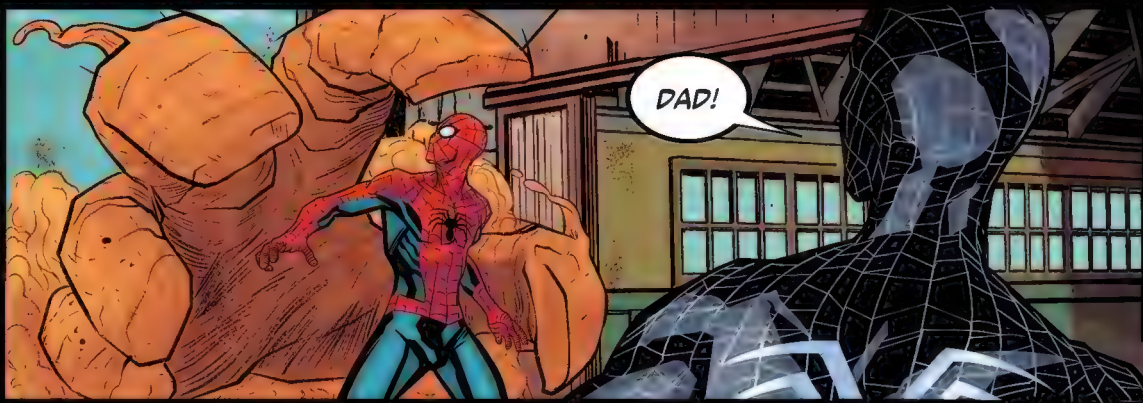
Wanna take a closer look?

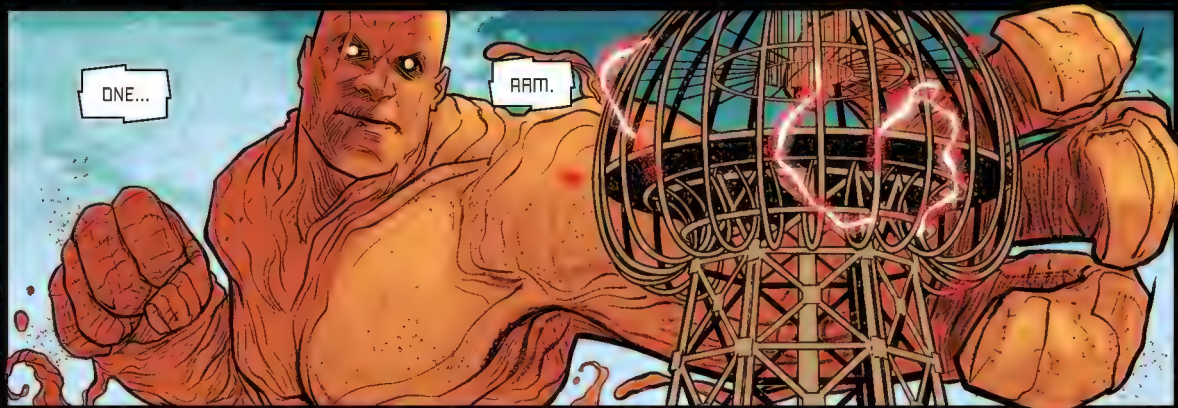


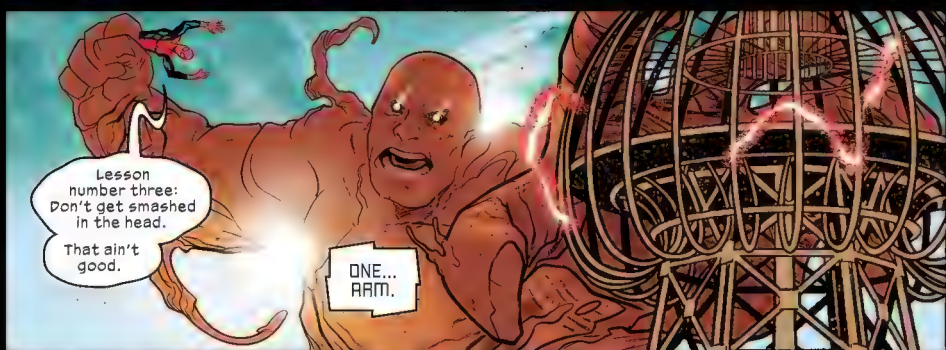
No doubt. And that's your first lesson of the day: If you get a bad feeling about something, assume something is wrong even if you don't see anyth--

Wait!











Whhuuffff!



You okay?

You don't look like you're doing okay...



...also, I feel like I'm not doing anything on this team-up, Dad.

Tell me what to do.

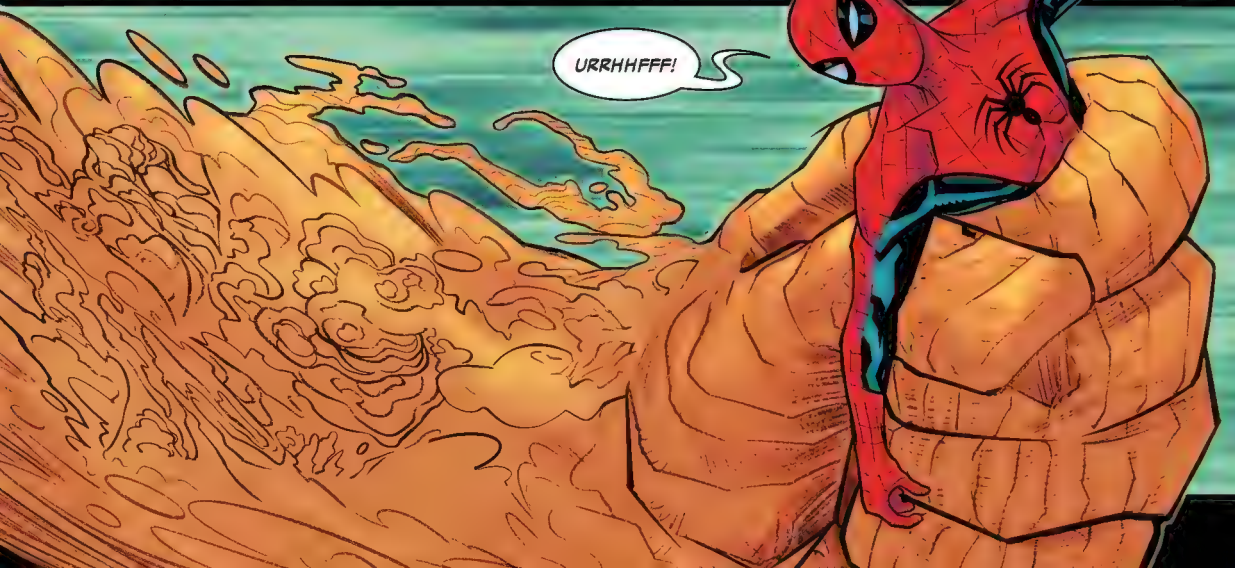
I don't even know what's going on. Except that the tower keeps blasting him apart.

It's a containment device. If I had to guess.



Huh. That's kind of interesting. What do you think, Dad?

Get away!!!



URRRHHFFF!



So...if we turn it off, that means what, exactly?

That tower seems to be the only thing keeping the creature at bay.

Every time it assumes a human form, it's quickly reduced to particulates.

Okay. We turn it off, then...he'll be free?



I think I'm about to pass out.

ENTITY CONSOLIDATION DETECTED.

CHARGING...



Yes. But free to do what, Richard?

To stop using Dad as a hammer?

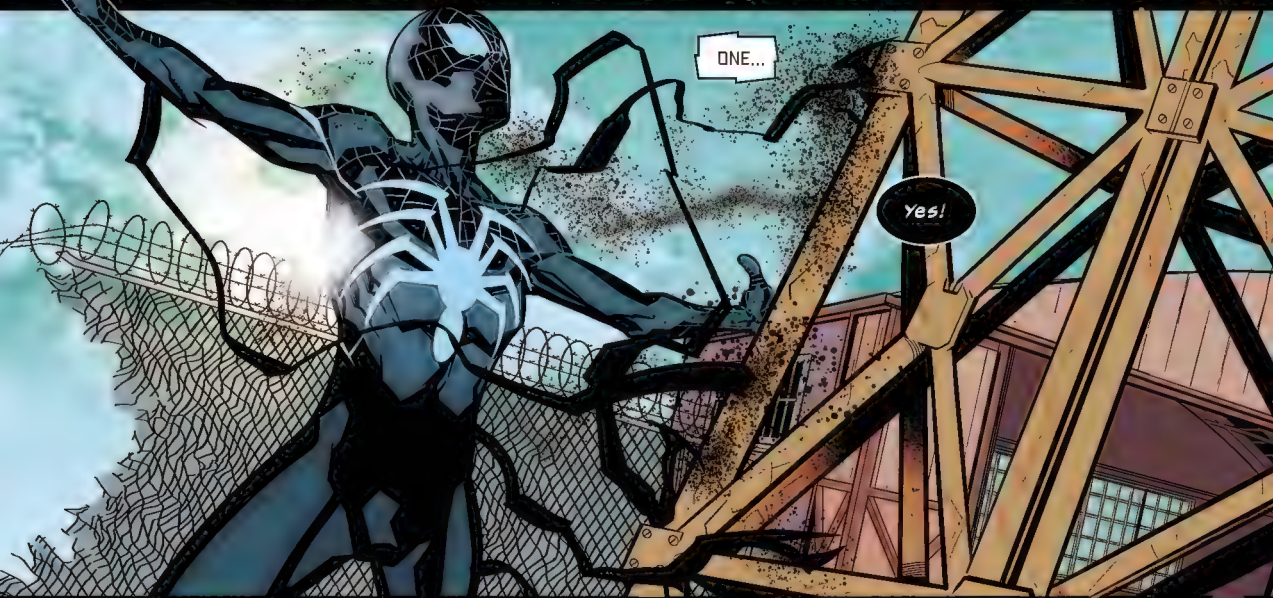
Good point.



Can you stop it?

THREE...

TWO...

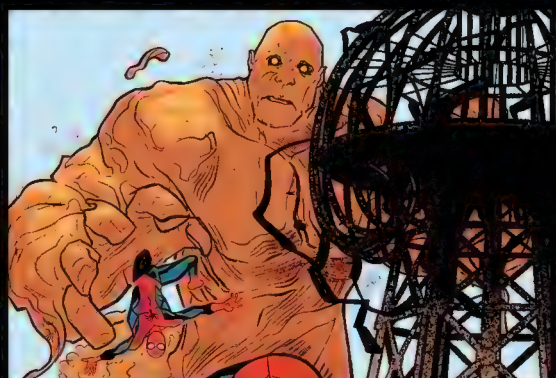
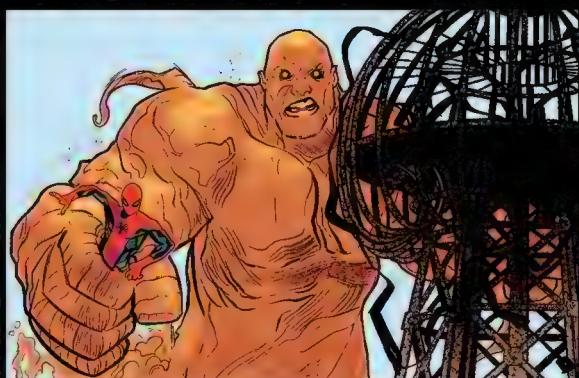


ONE...

Yes!



RRMMMMMMMMMM--



You okay?

I think I might have a concussion. But you did good. I'm really proud of you. Nice save.

Thanks!

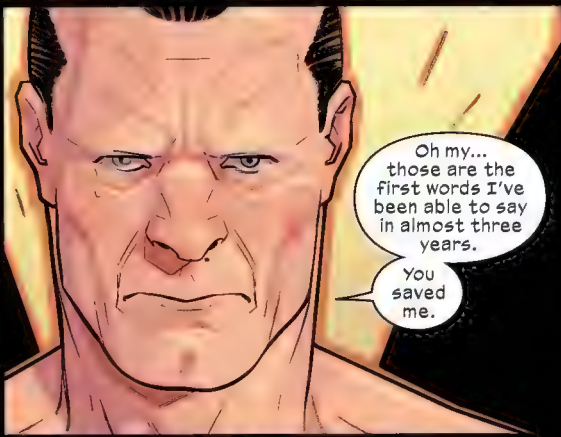
Thanks!



I just hope this was a good idea.



Ohhhh... Thank god. I'm back.



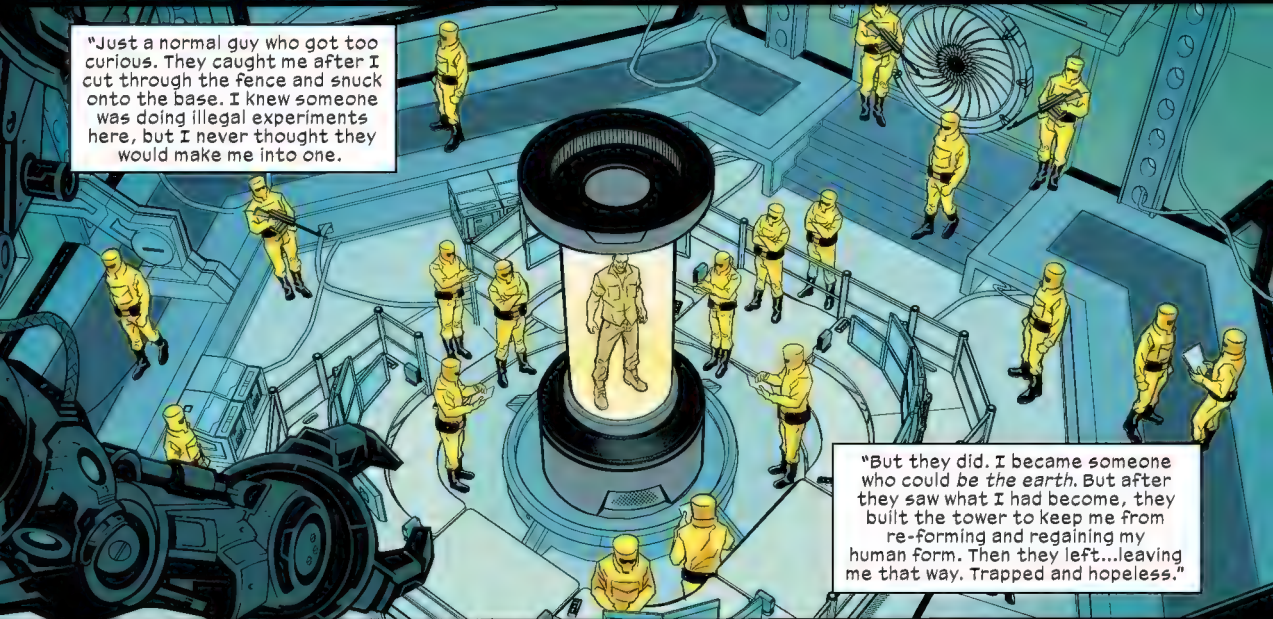
Oh my... those are the first words I've been able to say in almost three years.

You saved me.



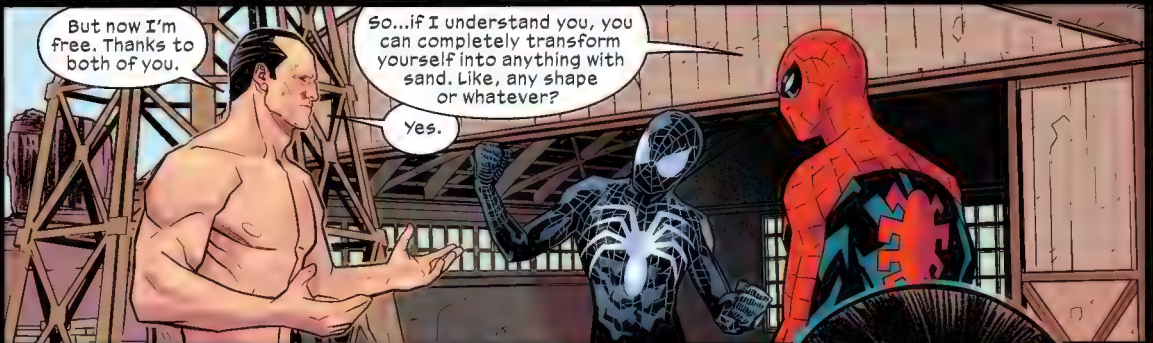
Uh, cool. No problem.

So... what are you? Exactly?



"Just a normal guy who got too curious. They caught me after I cut through the fence and snuck onto the base. I knew someone was doing illegal experiments here, but I never thought they would make me into one."

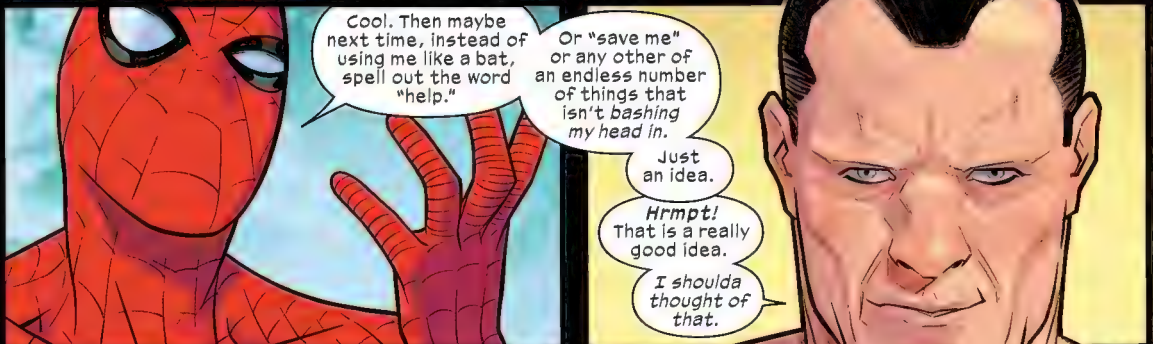
"But they did. I became someone who could be the earth. But after they saw what I had become, they built the tower to keep me from re-forming and regaining my human form. Then they left...leaving me that way. Trapped and hopeless."



But now I'm free. Thanks to both of you.

So...if I understand you, you can completely transform yourself into anything with sand. Like, any shape or whatever?

Yes.



Cool. Then maybe next time, instead of using me like a bat, spell out the word "help."

Or "save me" or any other of an endless number of things that isn't bashing my head in.

Just an idea.

Hrmp! That is a really good idea.

I shoulda thought of that.

Later.



So... it turns out he was just a guy asking too many questions?

Yeah. The wrong questions to the wrong people about what's wrong with the world...

Then he suddenly found himself in way over his head.

'Cause he just had to know.



Uh-huh. Just like every other weirdo out here on the run.



I dunno, Peter. I don't think it's weird to ask questions.

What's weird is in an infinitely complex world, there are people who wake up every morning dead set on believing they know exactly how things are.



Yeah?

Yeah. Total weirdos.

Hey... I got a question.

Lay it on me, tiger.



Why do you love me?



...
Because you're awesome and really good-looking.



Yeah. That's what I was thinking too.

Did you try Gwen again?



Yeah. The foreign-intel guys on row three let me use their scrambler doodad...

Straight to voicemail. But she was there at his funeral. I saw the pictures online.

What do you think?

I dunno...



When's the last time you talked to Ben?

I'm supposed to check in tomorrow.

Okay...

I hope he has good news.



You've got five minutes. Less if you want to play it safe.

Okay. Thanks.



HELLO
Hello?

Hey, Ben.



... No, I haven't considered more life insurance. Honestly, at my age, I'm not sure I could get coverage.

Heh. You're not that old. But understood.

You okay?

My health is good. I run with a healthy crowd, I think. They all seem fine.

So, yes, I'd consider myself healthy for my age, but you know... this is the world.



... Do I need to come home?

No. Definitely not.

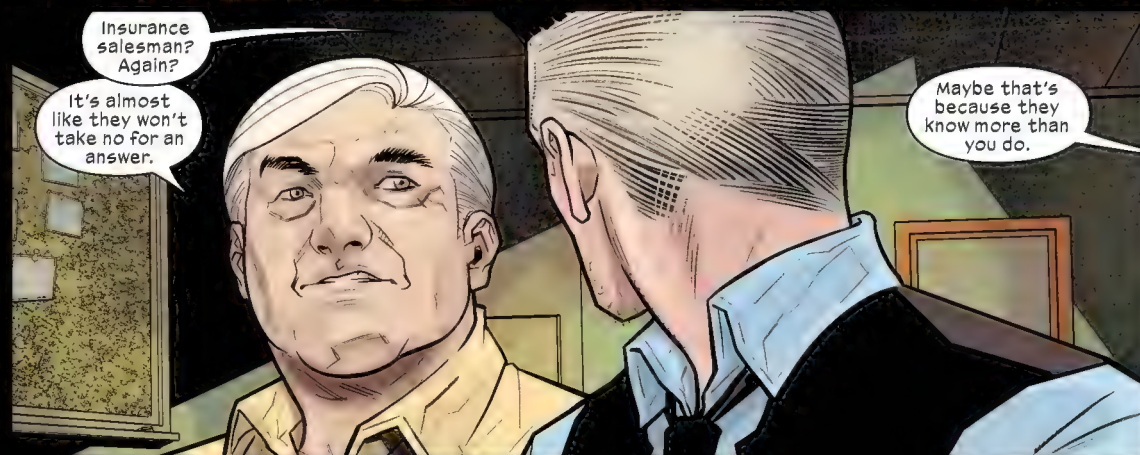
...

Okay. Next week? Same time?



Yes. Thanks for your call.

OVER



Insurance salesman? Again?

It's almost like they won't take no for an answer.

Maybe that's because they know more than you do.



And maybe both of you should reconsider.



Well, I'm strong as a bull. How about you, Ben?



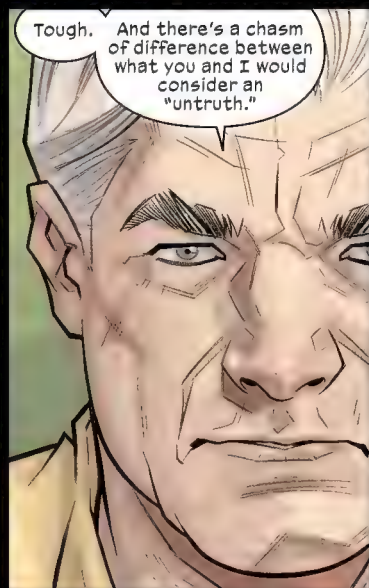
Stronger.

Now...why are you here, Mr. Wesley?



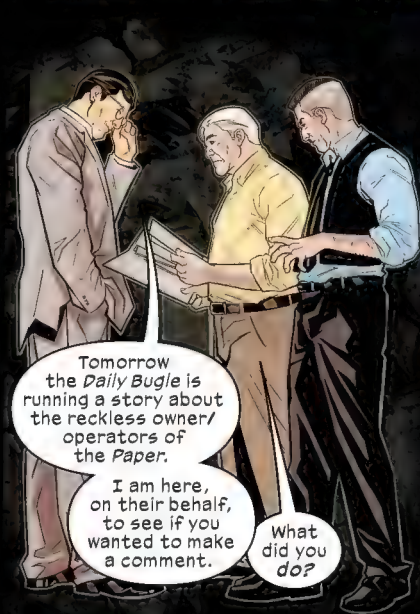
The two of you have been doing quite a dance. Digging up all kinds of untruths about one of the great men of this city.

It's salacious, really. And I don't care for it.



Tough.

And there's a chasm of difference between what you and I would consider an "untruth."



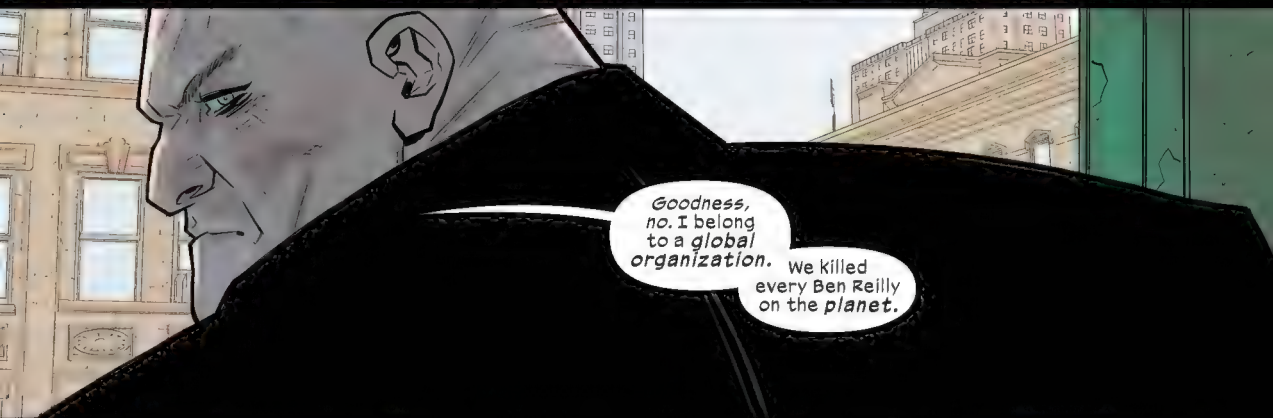


...who all happened to share the same name: **Ben Reilly**.

So the real question is: **What did YOU do?**



...
You killed every Ben Reilly in New York?



Goodness, no. I belong to a **global organization**.

We killed every Ben Reilly on the **planet**.



Why would you...?

You did that? Why?



You write a story and you think you're changing the world. You tell the truth and you think it matters...

It does not.



So this is what? You educating us?

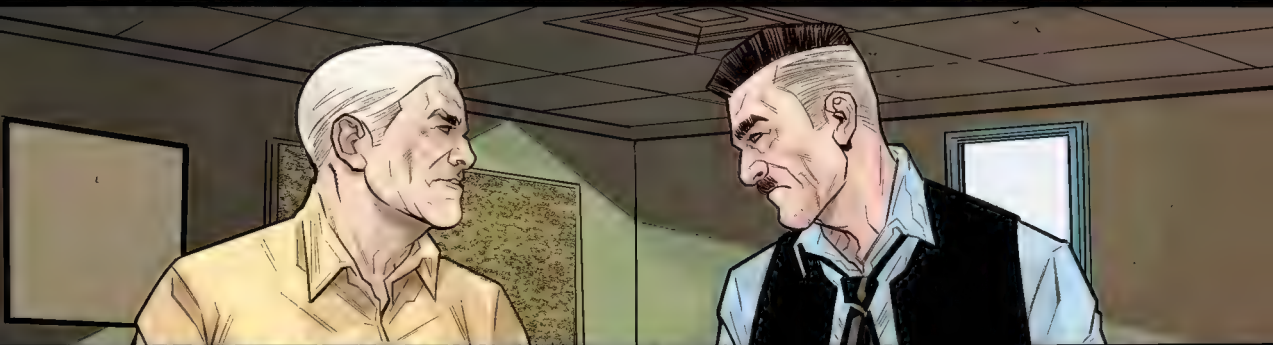
Or are you here to put an end to the practice?



I just wanted you to know that I'm an admirer of your work.

But **strong words...** they elicit a **strong response**.





TO BE CONTINUED...



WRITER: **JONATHAN HICKMAN**
GUEST ARTIST: **DAVID MESSINA**

COLOR ARTIST: **MATTHEW WILSON**
LETTERER: **VC's CORY PETIT**
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SPIDER-MAN CREATED BY **STAN LEE & STEVE DITKO**

NEXT



ON SALE IN **APRIL**

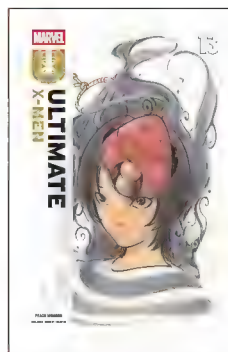
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ON SALE THIS MONTH



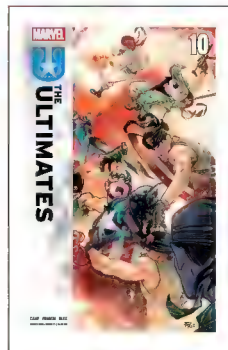
ULTIMATE BLACK PANTHER #14

BY **BRYAN HILL & CARLOS NIETO**



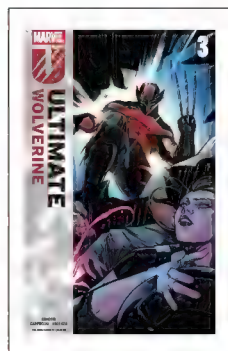
ULTIMATE X-MEN #13

BY **PEACH MOMOKO**



ULTIMATES #10

BY **DENIZ CAMP & JUAN FRIGERI**



ULTIMATE WOLVERINE #3

BY **CHRIS CONDON & ALESSANDRO CAPPUCCIO**



14

A diabolical genius known as **THE MAKER** created his ideal Earth by systematically preventing anyone from ever becoming a super hero. To rule his perfected Earth, he placed super villains in charge of different regions, and together, **THE MAKER'S COUNCIL** quietly orchestrated the history of the world.

The Maker's disappearance plunged West Africa into war when its overseers, **RA** and **KHONSHU**, attempted to claim the isolated kingdom of **WAKANDA** and its precious resource, **VIBRANIUM**. **KING T'CHALLA** defeated and imprisoned the duo, but not before the pair unlocked secrets of vibranium that left T'Challa plagued by visions and dark dreams.

STORM and **KILLMONGER** freed **INAN**, the **SORCERER SUPREME**, from a secret prison in exchange for her aid in understanding this mysterious, mystic element—but Inan accidentally unleashed **THE PROGENITOR**, an angry spirit within vibranium, who then attacked Wakanda!

ULTIMATE BLACK PANTHER

CAST:



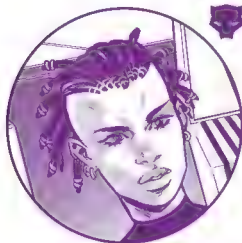
BLACK PANTHER
KING T'CHALLA



STORM
ORORO MUNROE



KILLMONGER
ERIK KILLMONGER



SHURI
WOMAN-AT-ARMS,
T'CHALLA'S SISTER



QUEEN OKOYE
HIGH MENTOR OF
THE DORA MILAJE



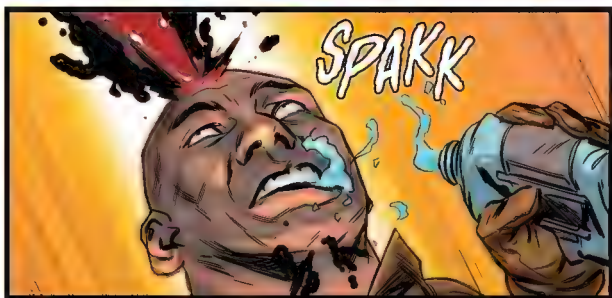
MATRON IMALA
SACRED MOTHER OF
THE VODU-KHAN



INAN
THE SORCERER
SUPREME

MARCH 2025

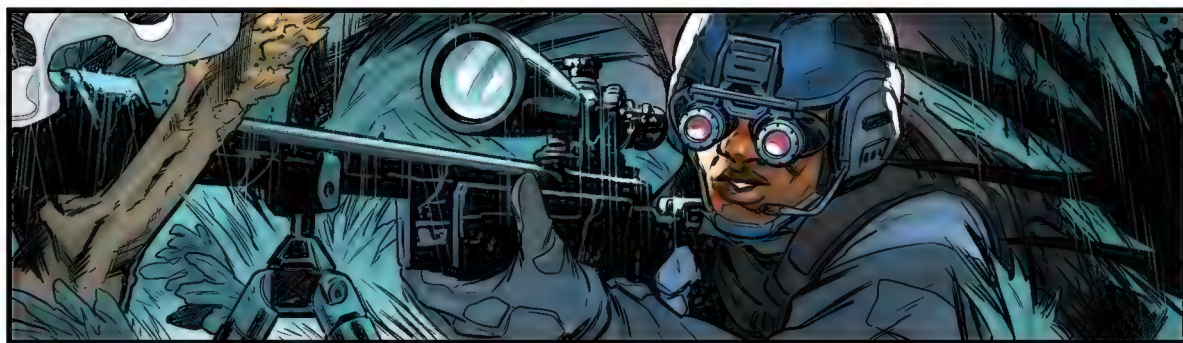
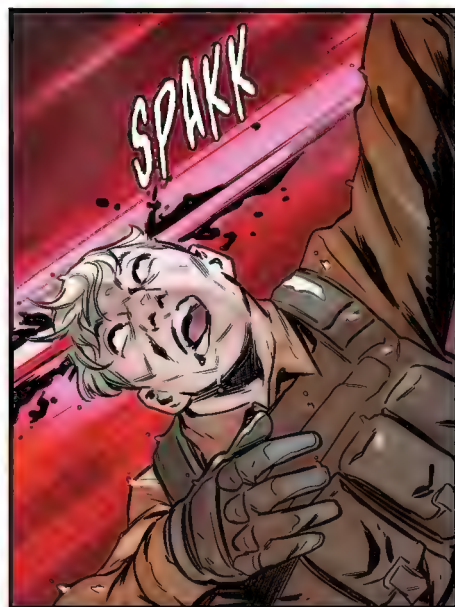
Nigeria,
West Africa.



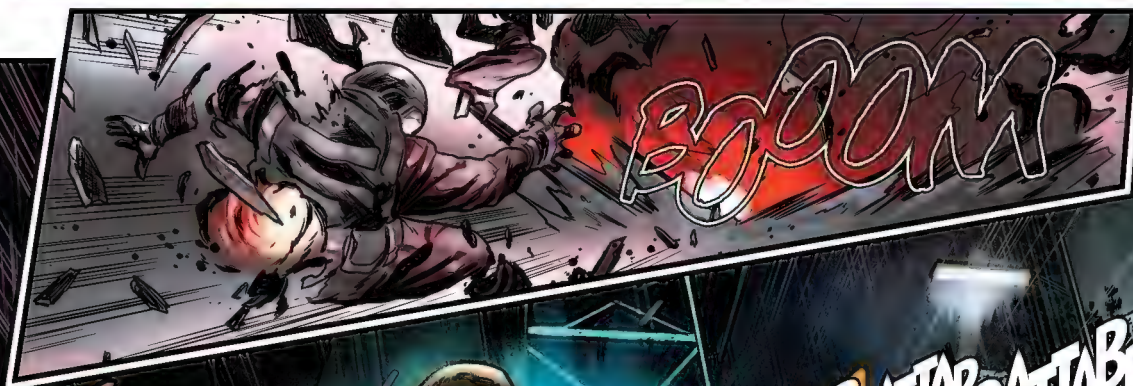
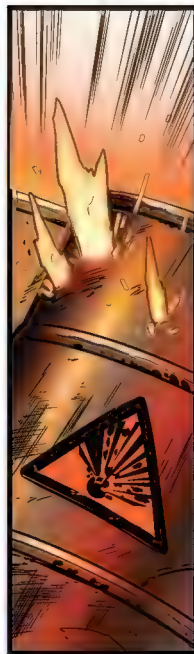
Overwatch
down. We're
in position.
Advise.

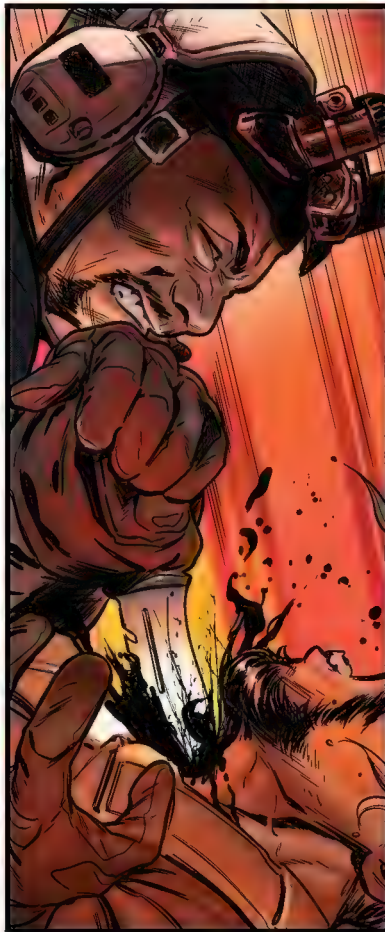
Full sweep. We
have clearance.
Recover anything
they have. No
survivors.

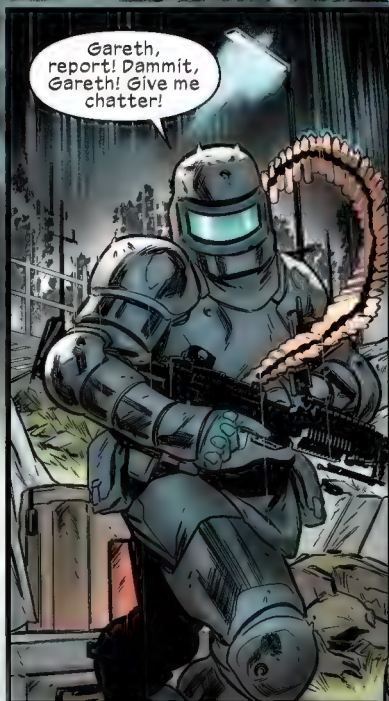
Sweep
and recover.
Move in.

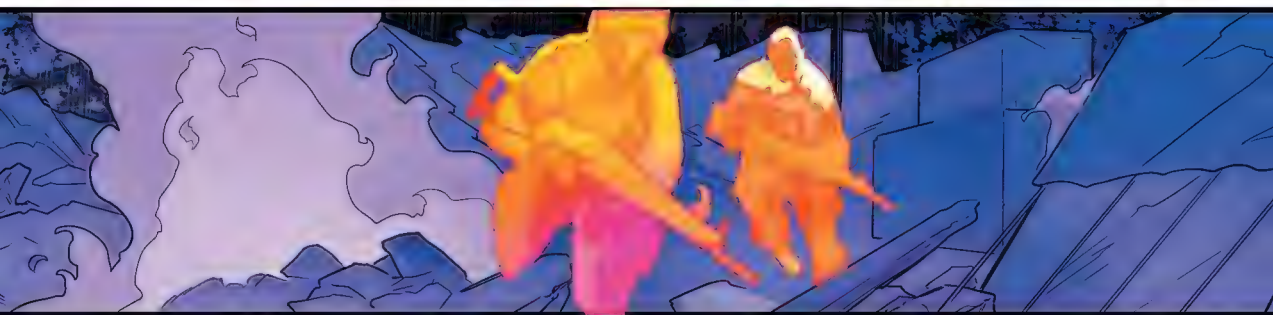
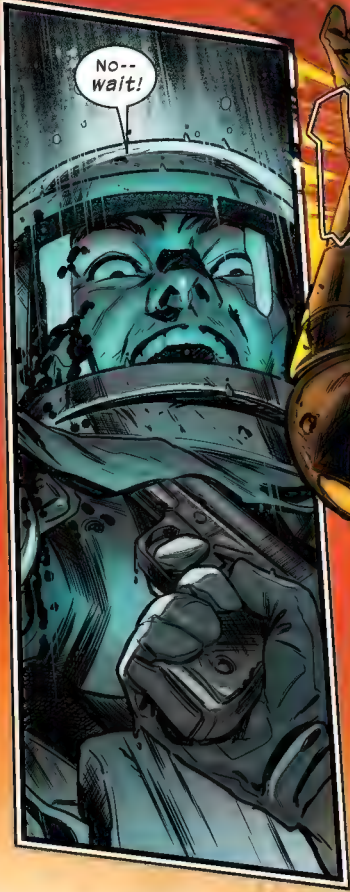


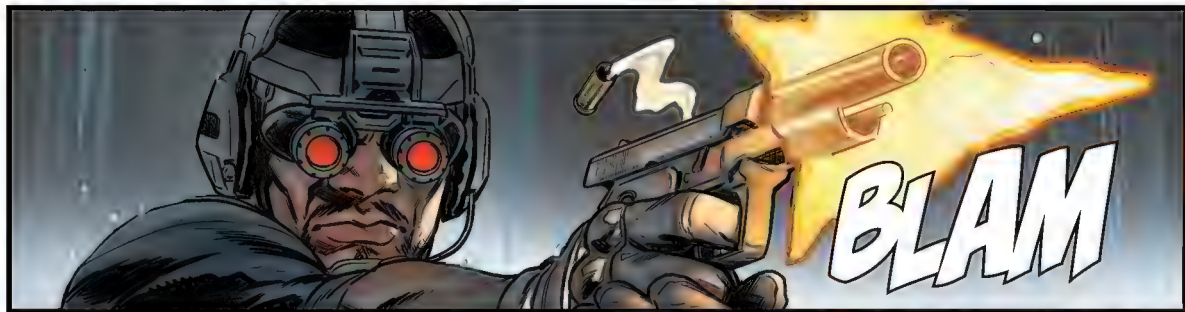














The cargo...
I...I see...
it.



Command?
Command, do
you read?



Command?



<You have
the blood for
the vessel.>



Wakanda.



She's been doing this for thirty days.

She said she can prevent the dark vibranium from escalating.

We're keeping her hydrated. Watching her vitals. Providing nutrients.

But she cannot do this forever, Shuri.

No, brother. She cannot.

Inan gave us a path...

"...so walk the path, we shall."

You want me to... what?

Okoye will help you, Erik. Shuri is too rash. You're dubious of...everything, but you also have control of your emotions.



I can't be you, T'Challa. I can't lead these people.



I'm not asking you to be me. Or to be king.

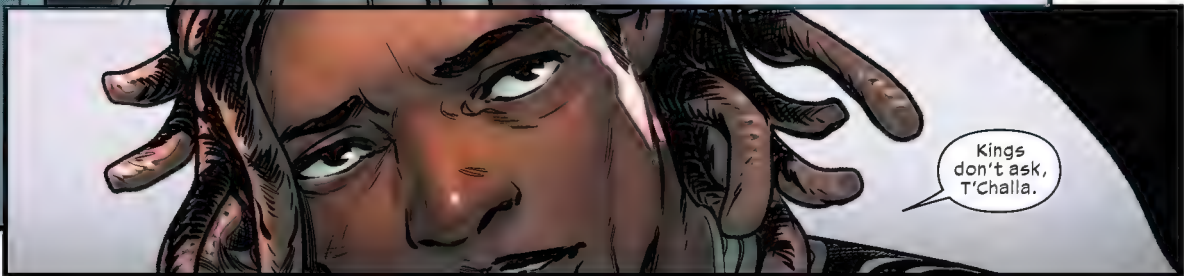
I'm asking you to be my *general*. For the moment. Until we find a solution to dark vibranium.



I'll go hunt Inan's artifacts. Bring you whatever knowledge you need.

Whatever lives inside that vibranium is woven into me now. I won't put you in a position where that happens to you.

I cannot force you. But I am *asking* you.



Kings don't ask, T'Challa.



Take Ororo with you.

You've only seen a fraction of what she can do. And I suspect you'll need her sooner than later.



She looks at me like I've stolen something from her.



She doesn't like authority. And this place...is nothing but authority and tradition, and you all walk around stoic like you'd get kicked off the world for laughing.



She'll warm up.

Listen to your general.



Thank you.

You better come back before I get used to it. I might make some changes around here.

And you'll get to endure Shuri's personality when you do.

"We kept this with the Vodú-Khan for generations."



I never expected it to be worn again.

There's no vibranium in it. Right now, this is the only suit I can trust. Even Black Panther can play acoustic.

You know more about this than you're telling me, Imala.

But I know less than can be of assistance. My silence is better for you. I wish not to fill your mind with conjecture.



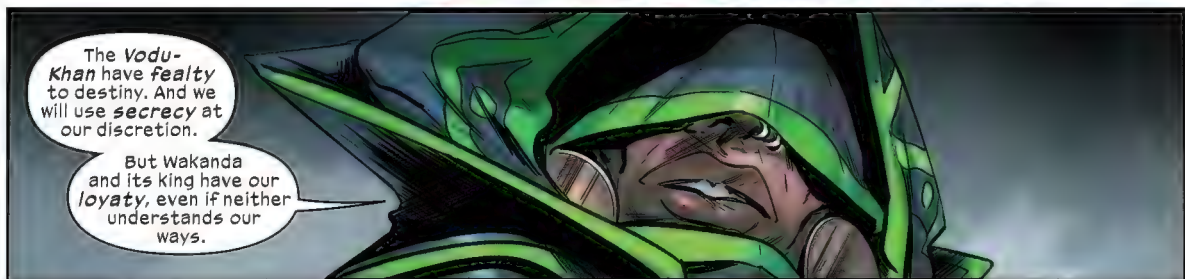
You'd rather just conjure.

Stop.



You should have your solitude when you find your relationship with that, my king.

And T'Challa...

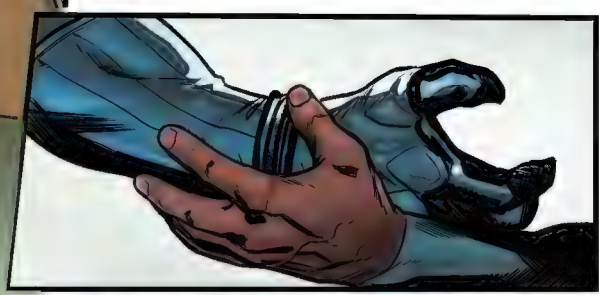


The Vodukhan have fealty to destiny. And we will use *secrecy* at our discretion.

But Wakanda and its king have our *loyalty*, even if neither understands our ways.



May Wakanda endure forever.



Forefathers, bear witness to me. Our kingdom is at stake.

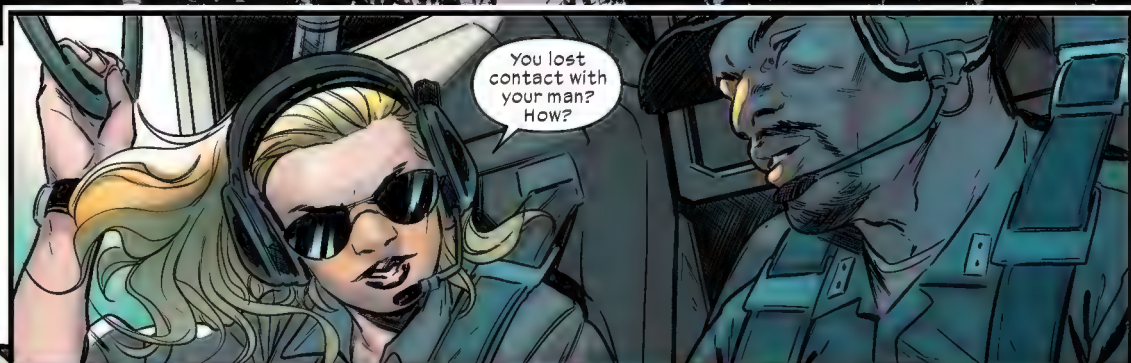


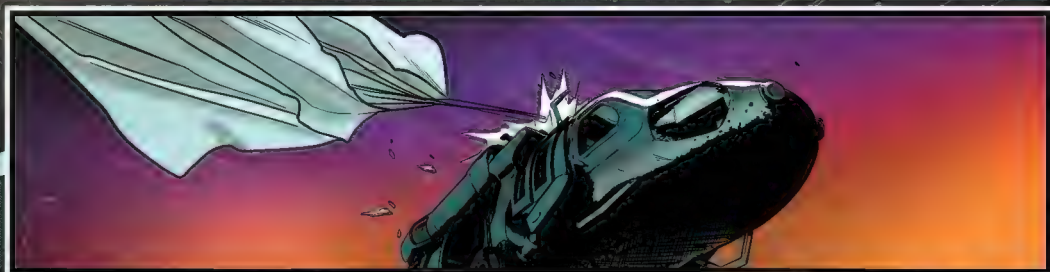
Mother Bast. Bear witness. Bless the days ahead. Let me not walk into darkness alone.



Protect Wakanda.

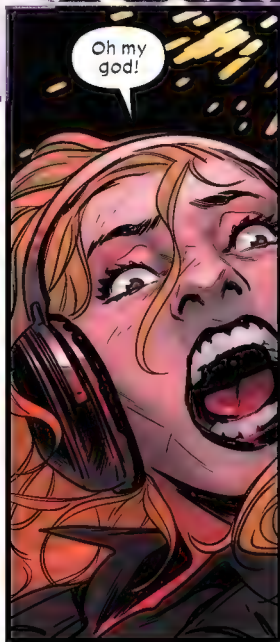
Nigeria.







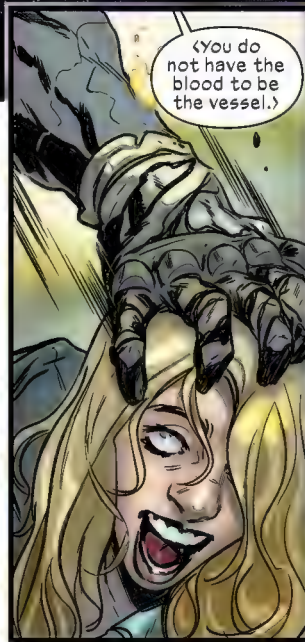
American.
Stay here.
Where you
are safe.



Oh my
god!



...Help...
need
help...



«You do
not have the
blood to be
the vessel.»



But you will do for a short time.
Receive us.

TO BE CONTINUED...



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LETTERER: **VC's CORY PETIT**
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BLACK PANTHER CREATED BY **STAN LEE & JACK KIRBY**

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ULTIMATE
BLACK PANTHER

15



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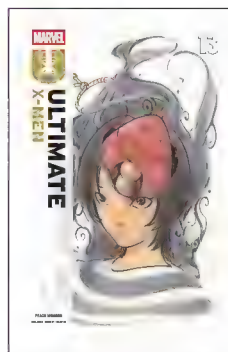
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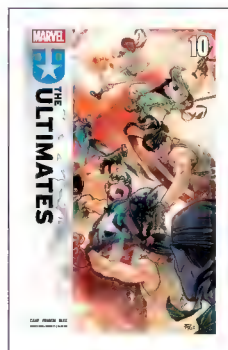
ULTIMATE SPIDER-MAN #15

BY JONATHAN HICKMAN
& DAVID MESSINA



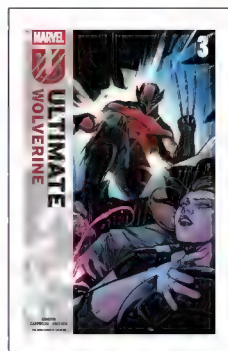
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BY PEACH MOMOKO



ULTIMATES #10

BY DENIZ CAMP & JUAN FRIGERI



ULTIMATE WOLVERINE #3

BY CHRIS CONDON
& ALESSANDRO CAPPUCCIO



13

.....

A diabolical genius known as **THE MAKER** used time travel to create his ideal Earth by systematically preventing anyone from ever becoming a super hero—except for those on his secret **MAKER'S COUNCIL**, whom he stationed to rule over different regions of the world.

HI NO KUNI (“**LAND OF THE SUN**”) became one of two hotbeds for mutant activity, but civilians were unaware—until social media connected a human body found in a suitcase, **#MEATCASE**, to a cult called **THE CHILDREN OF THE ATOM**. This led to a media frenzy surrounding the cult as its members were identified as mutants who’d been subjected to experimentation under their leader, the zealous **MAESTER**.

Maester considered cult member **SHINOBU KAGEYAMA** (**SHADOW KING**) to be particularly special—but when the cult was driven underground, Shinobu could focus only on his obsession with another mutant: **HISAKO ICHIKI** (**ARMOR**). And by preying on Hisako’s guilt surrounding her childhood friend’s suicide, Shinobu engulfed her, and her friends, in shadows...

ULTIMATE X-MEN

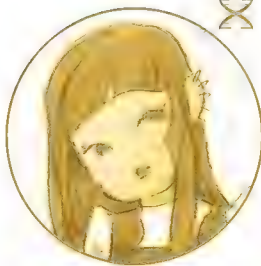
CAST:



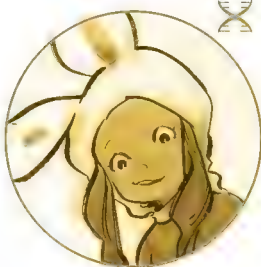
HISAKO ICHIKI
ARMOR



MEI IGARASHI
MAYSTORM



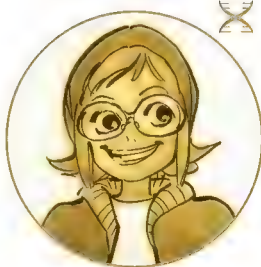
NICO MINORU
FLEDGLING PSYCHIC



MORI
NICO'S FRIEND



NATSU TSUKISHIMA
NICO'S FRIEND



YUKIO
STREAMER



SHINOBU KAGEYAMA
SHADOW KING



MAESTER
CHILDREN OF THE ATOM LEADER

MARCH 2025



Hey!!!

*yeah,
you!!!*





You finally awake,
Dark Armor?

I know
what you
did.

VRRM
MM

We're
here to make
you pay!

Incoming.

Yeaahh!!!



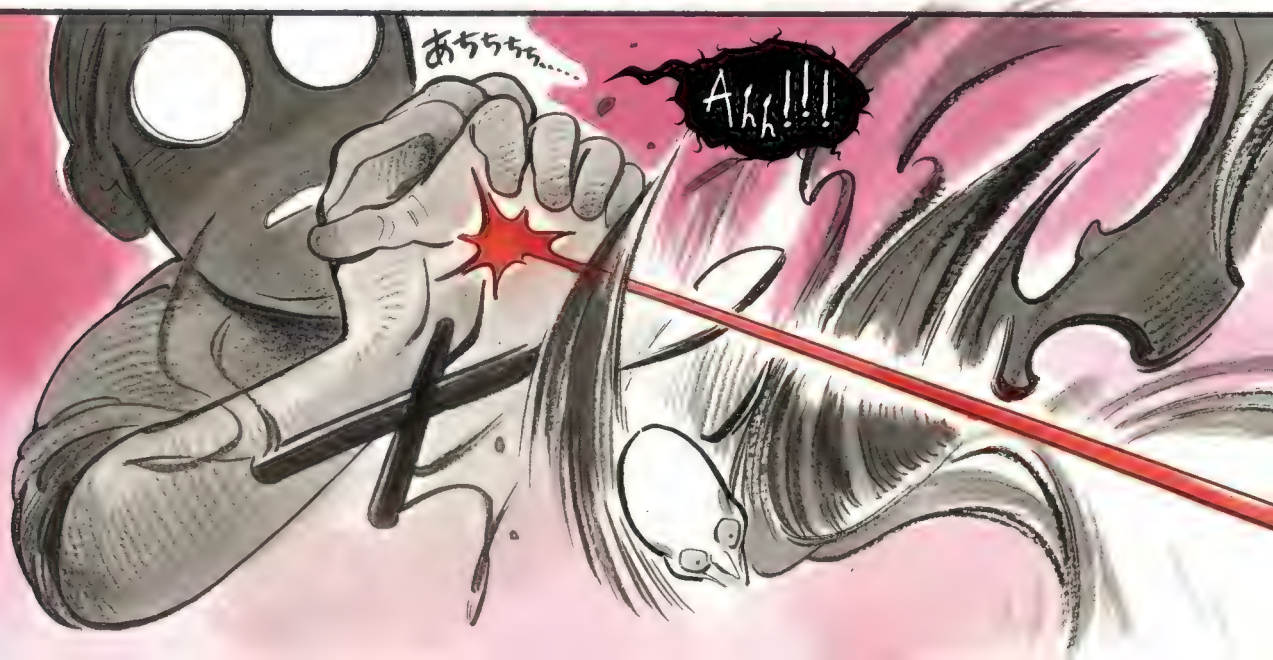






Do you
hear them?
Mocking
you?







I believe
we have a
situation.

Kekekekekeke...



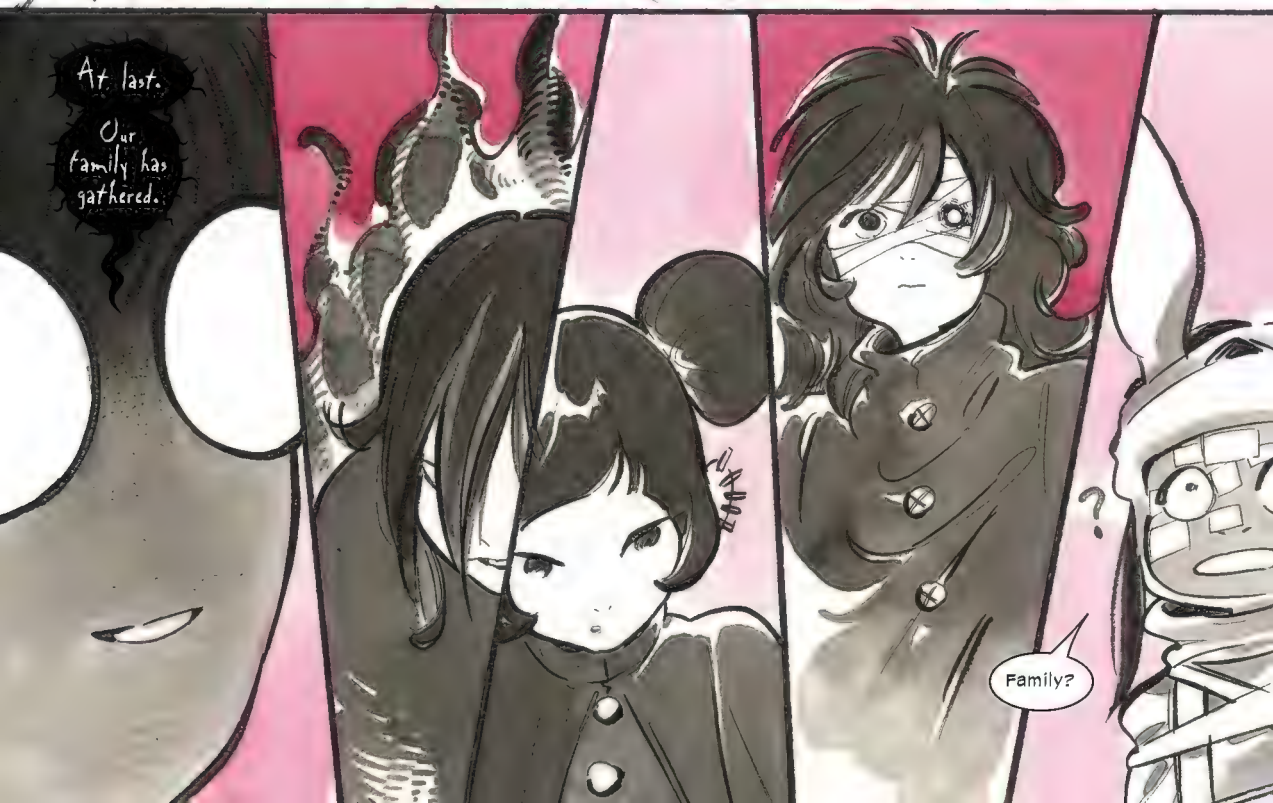
There're
too many...!



Back off,
Shadow King!

You
think you can
cover the world in
your shadows?
Steal our
future?

Never!





We are
the mutant
family. Brothers
and sisters,
bonded by
blood.



Like all
families, we
both love and
hate each
other.



Perhaps
this is our
fate.



No
way!

I'll unite
the mutants
together!!!



Mutants.
I'm sick of
hearing about
mutants.

I didn't
ask for
this...

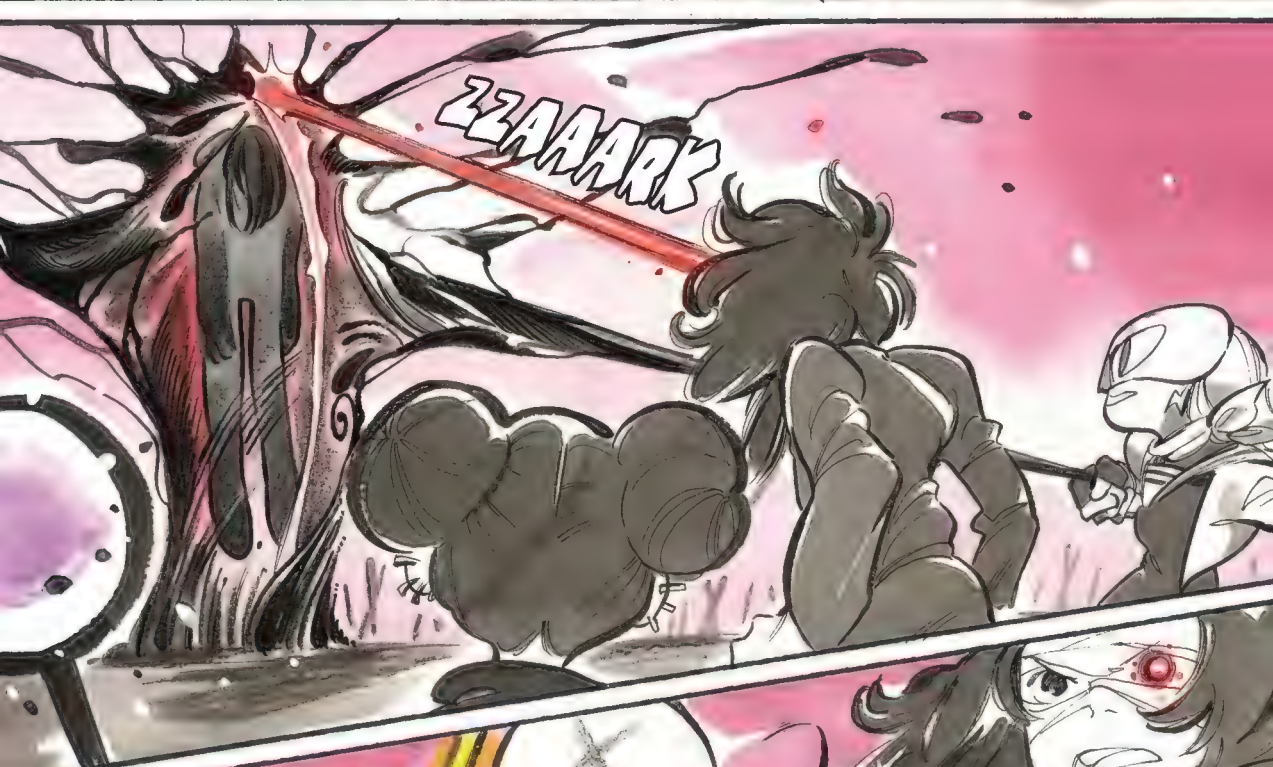
You think
you're good?
You think you're
a hero?

People
like you are
pathetic. Dreaming
of a future.

Trusting
in hope.

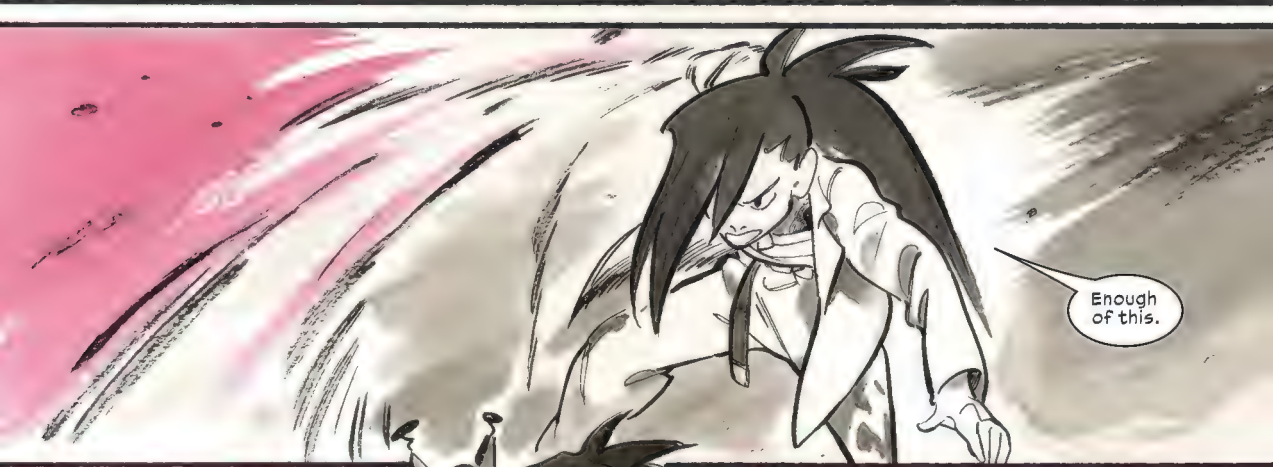


I hate
you all!



Damn!
Not even a
scratch!





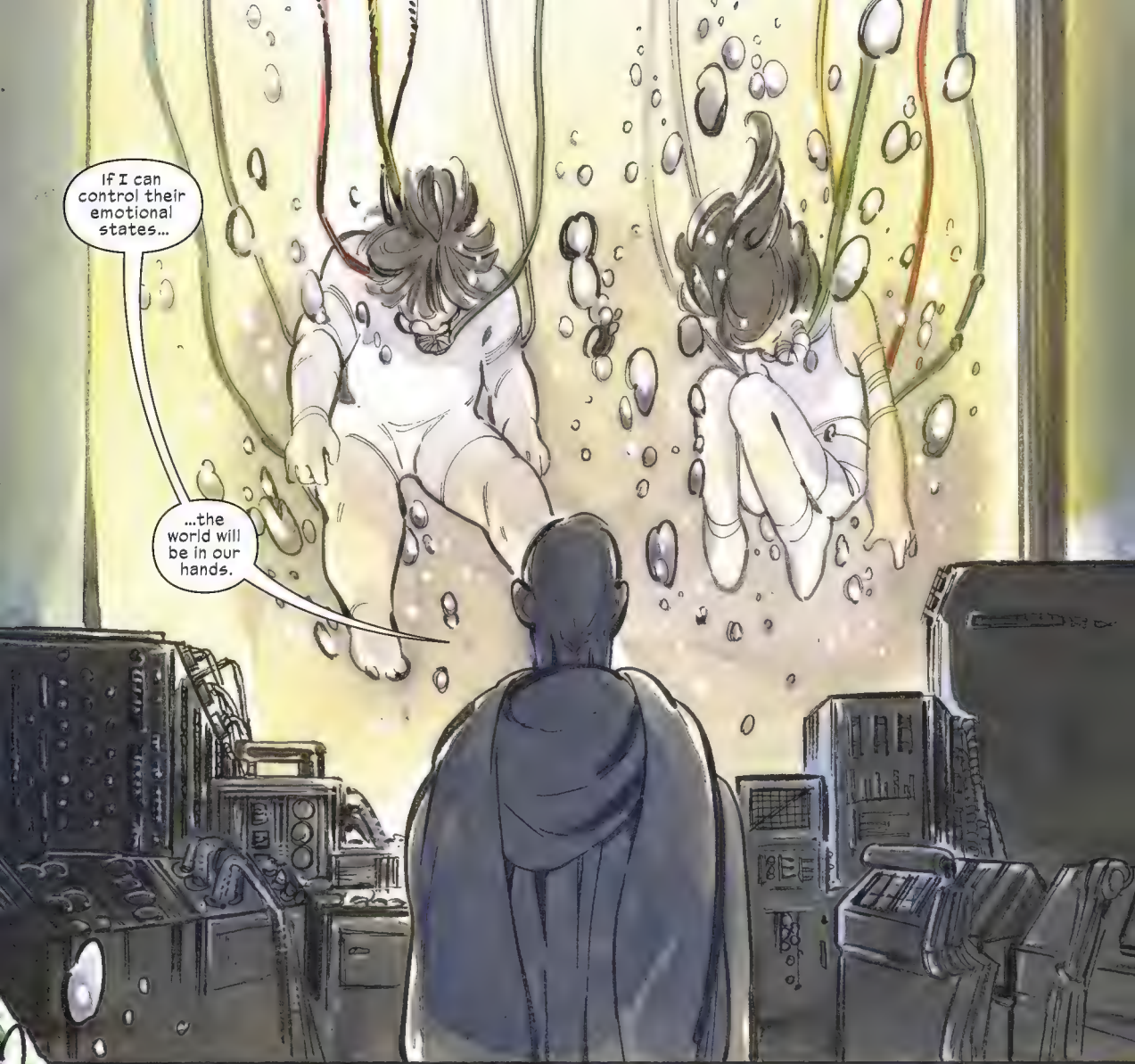






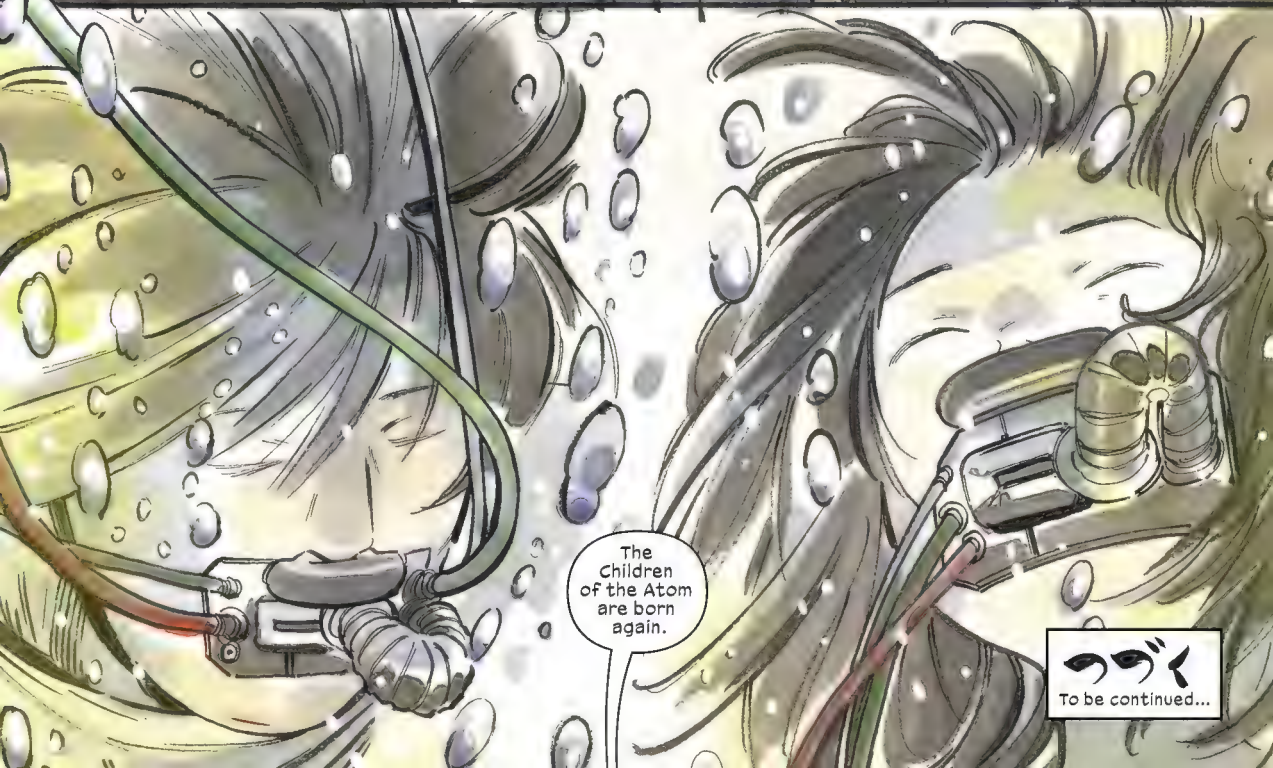
This is
the first
time...

...I've seen
Kageyama
smile.



If I can
control their
emotional
states...

...the
world will
be in our
hands.



The
Children
of the Atom
are born
again.

To be continued...

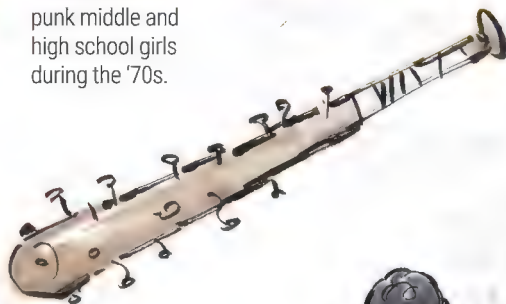
LEXICON

SUKEBAN AND TSUPPARI



Sukeban were punk middle and high school girls during the '70s.

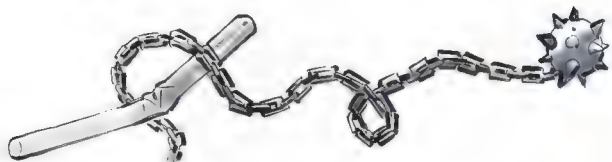
The term comes from combining "suke," which referred to girls during the Showa period but is no longer used, and "bancho," the term for a leader of punks.



The girls would shorten the length of their school uniform (sailor uniform) tops, wear long skirts and sport flattened leather bags.

Tsuppari were groups of punk boys during the '60s through the '80s. "Tsupparu" means acting tough.

The boys would modify their school uniforms, commonly by shortening the length of school shirts and wearing baggy pants and flat shoes.





WRITER & ARTIST: **PEACH MOMOKO**

SCRIPT ADAPTATION: **ZACK DAVISSON**

LETTERER: **VC's TRAVIS LANHAM**

COVER ARTIST: **PEACH MOMOKO**

VARIANT

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ASSISTANT EDITOR: **MICHELLE MARCHESE**

EDITOR: **WIL MOSS**

EDITOR IN CHIEF: **C.B. CEBULSKI**

X-MEN CREATED BY **STAN LEE & JACK KIRBY**

NEXT



ON SALE IN **APRIL**

WE WANT TO HEAR FROM YOU!
EMAIL US AT ULTIMATEOFFICE@MARVEL.COM
AND MARK YOUR LETTERS "OKAY TO PRINT"!

ON SALE THIS MONTH



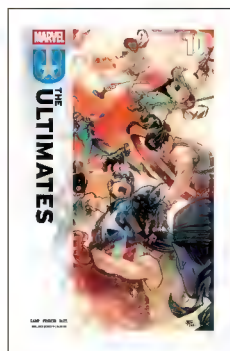
ULTIMATE SPIDER-MAN #15

BY **JONATHAN HICKMAN**
& **DAVID MESSINA**



ULTIMATE BLACK PANTHER #14

BY **BRYAN HILL**
& **CARLOS NIETO**



ULTIMATES #10

BY **DENIZ CAMP** & **JUAN FRIGERI**



ULTIMATE WOLVERINE #3

BY **CHRIS CONDON**
& **ALESSANDRO CAPPUCCIO**



10

A diabolical genius known as **THE MAKER** used time travel to create his ideal Earth by systematically preventing anyone from ever becoming a super hero and by establishing a secret council of super villains, **THE MAKER'S COUNCIL**, that rules the world from the shadows.

But now the Maker is gone, locked away for the next nine months by inventor **HOWARD STARK**. Howard's teenage son, **TONY**, took on the codename **IRON LAD** and began recruiting a network of heroes to fight back against the Maker's Council and prepare for the Maker's return.

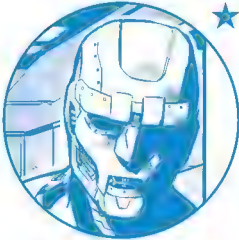
After council member the **HULK** ambushed this network of **ULTIMATES**, Iron Lad was left in critical condition. But in the meantime, the Ultimates continue their mission—including **CAPTAIN AMERICA** and **THE HUMAN TORCH**, two of the only people who remember life before the Maker. But they're not the only ones...

THE ULTIMATES

CAST:



IRON LAD
TONY STARK



DOOM
REED RICHARDS



CAPTAIN AMERICA
STEVE ROGERS



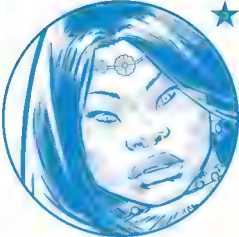
HAWKEYE
CHARLI RAMSEY



THOR
GOD OF THUNDER



SIF
WARRIOR GODDESS



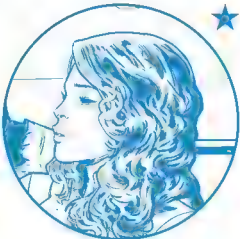
SHE-HULK
LEJORI JOENA ZAKARIA



GIANT-MAN
HANK PYM



WASP
JANET VAN DYNE



AMERICA CHAVEZ
COSMIC POWERHOUSE



THE HUMAN TORCH
JIM HAMMOND

MARCH 2025

Accessing...
45.04.30.198.hrt...

Acht--!

Acheeeaaaurgh!

Hrrgghhhhh--gt-

"I thought
Hitler killed
himself?"



That was just the *cover story*. The Soviets were threatening a superhuman arms race and screaming about "illegal deployment overseas"...

Back then, we had this thing called *politics*.

So...how'd it feel? I mean...*killing Hitler*...



How did it *feel*...?

My brain isn't the world's oldest computer, but it's *close*. In the old days, I had to manually erase memories so it wouldn't slow down and seize up under the weight of all that *history*.

I gave up my *medal of honor* and the memory of *getting* that medal of honor. I gave up good friends, good years, and most memories of my brilliant father, *Doctor Horton*.

For a while, I played the piano, but even *that* had to go.



But *that* memory...that memory I keep in *full color* and *high definition*. I go back to it *again* and *again*.

It keeps me *warm*.



All right, enough reminiscing about the good old days of *killing Nazis*...



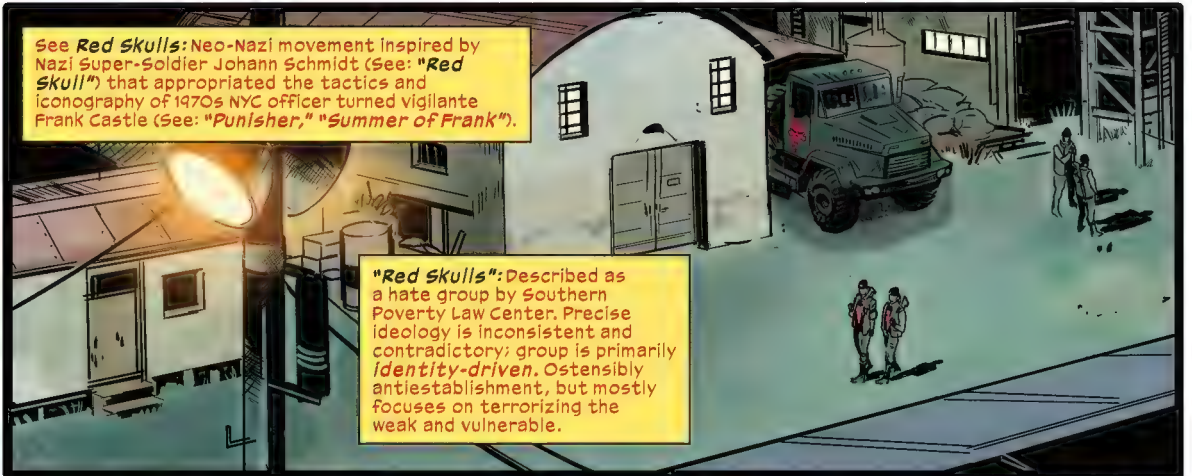
Accessing...UltNet...
Identifying...Castletown:

Militarized civilian stronghold of secessionist group self-designated: **Red Skulls**.
One of **twenty-three** such militia towns across the North American Union.



See **Red Skulls**: Neo-Nazi movement inspired by Nazi Super-Soldier Johann Schmidt (See: "**Red Skull**") that appropriated the tactics and iconography of 1970s NYC officer turned vigilante Frank Castle (See: "**Punisher**," "**Summer of Frank**").

"**Red Skulls**": Described as a hate group by Southern Poverty Law Center. Precise ideology is inconsistent and contradictory; group is primarily **identity-driven**. Ostensibly antiestablishment, but mostly focuses on terrorizing the weak and vulnerable.



Castletown is the permanent home to approximately 1,500 men, women and **children**, as well as the current **Grand Skull**, leader of the national **Red Skull** movement.

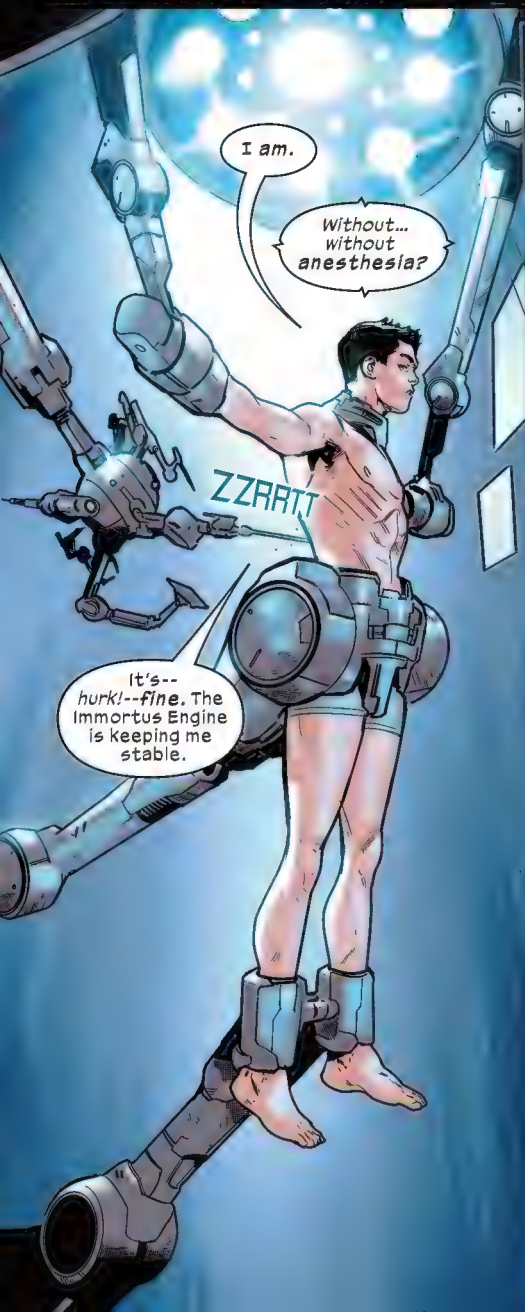
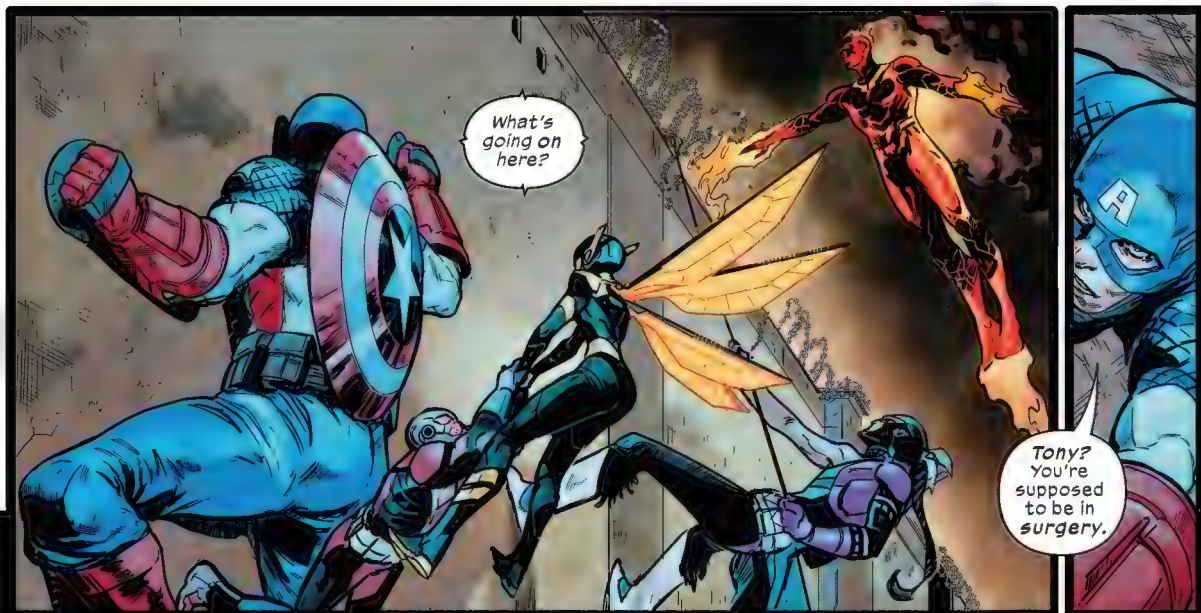


Wow. The internet really is amazing.

Eh. It has its downsides.

Let's go.





...for the same reason *the Council* won't touch them:

They brought their kids.

The Ultimates are not *baby killers*, whatever they say about us on the news. We can't take the risk.

So this is a *stealth* mission.

Huh?

Wh-what?

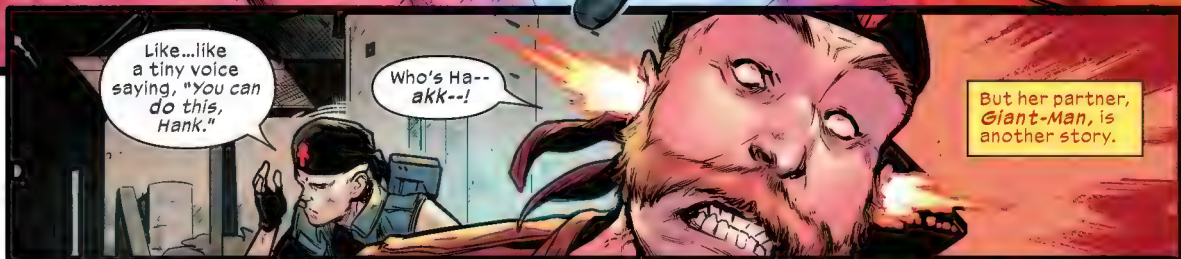
Oh [redacted]!

(Kids.)

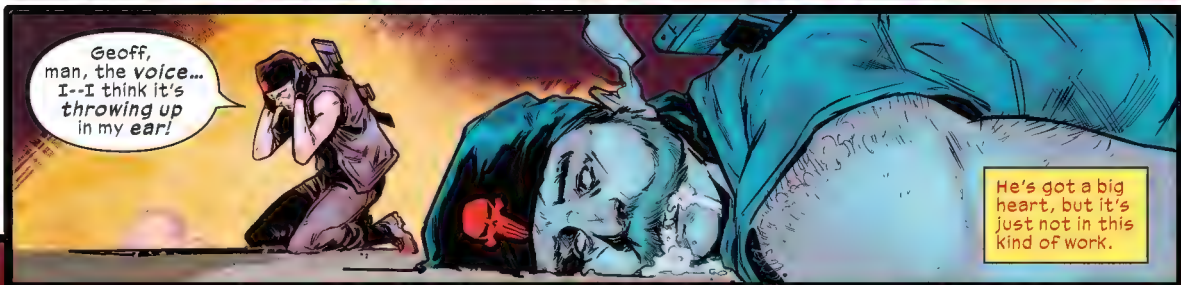


Wasp is a *natural*. Smart but not neurotic, confident but not cocky.

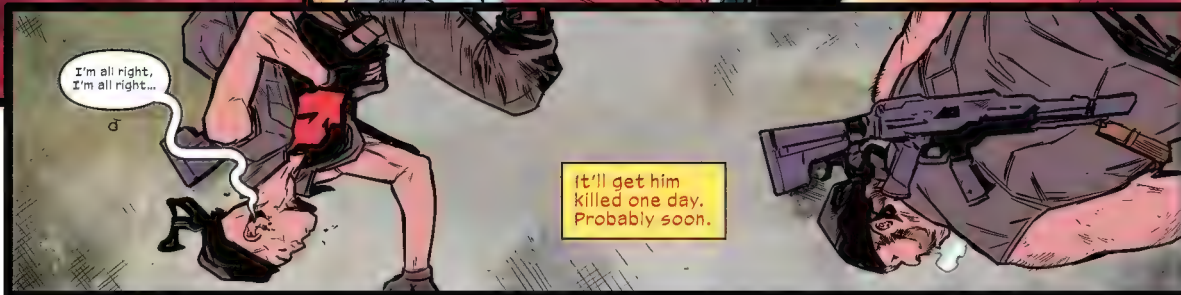
It's like she's been at this for *years*.

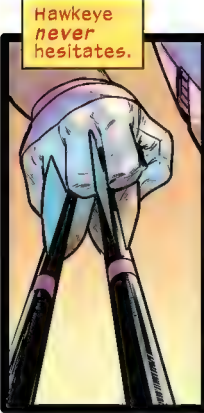


But her partner, *Giant-Man*, is another story.



Hank is always *second-guessing* himself. Hesitating when he shouldn't.





Hawkeye
never
hesitates.

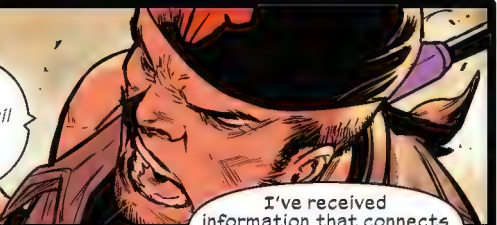


The trick is
making sure
they're pointed
in the right
direction.

Their quiver
fabricates
noise-canceling
knockout
arrows.



The men don't
even *whisper*
as they fall.



The Red Skulls
have nothing to
do with the Council
or the Maker.
They're not a
priority.

I've received
information that connects
this organization
to H.A.N.D.

And Nazis
are *always*
a priority.



It's all
one fight,
Tony.



It's
actually
thousands
of them,
Charli.

Steve doesn't argue. He never argues.

Answer me, Cap!

Whenever possible, Captain America lets his *actions* answer for him.

Get some rest, Tony.

I stick to a smolder, spewing suppressive smoke as we approach our target.

Castle Alpha-One is up ahead.

Good. Lay it on thick, Jim.

Of course it's a priority, Tony.

If you'd seen what we'd seen, you'd know it was a priority.

But even so, *seeing* is no longer *believing*.

What's--?

Fire...?

Fire...?

Reality is so easily *doctored* now. Nothing is what it seems.

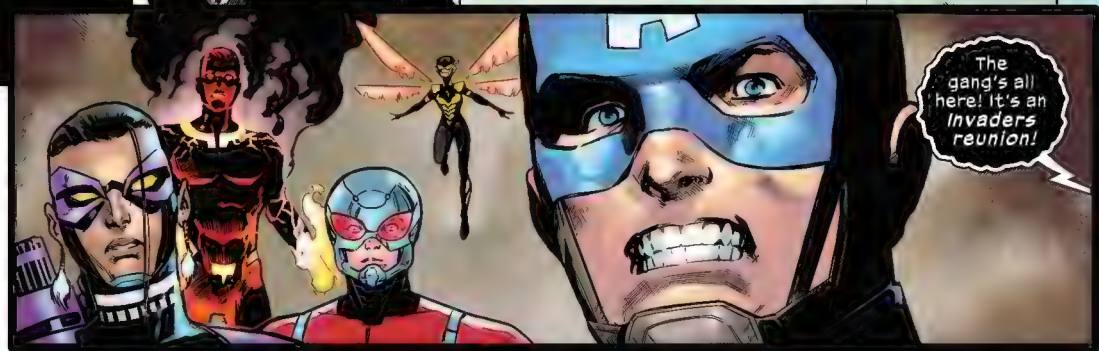
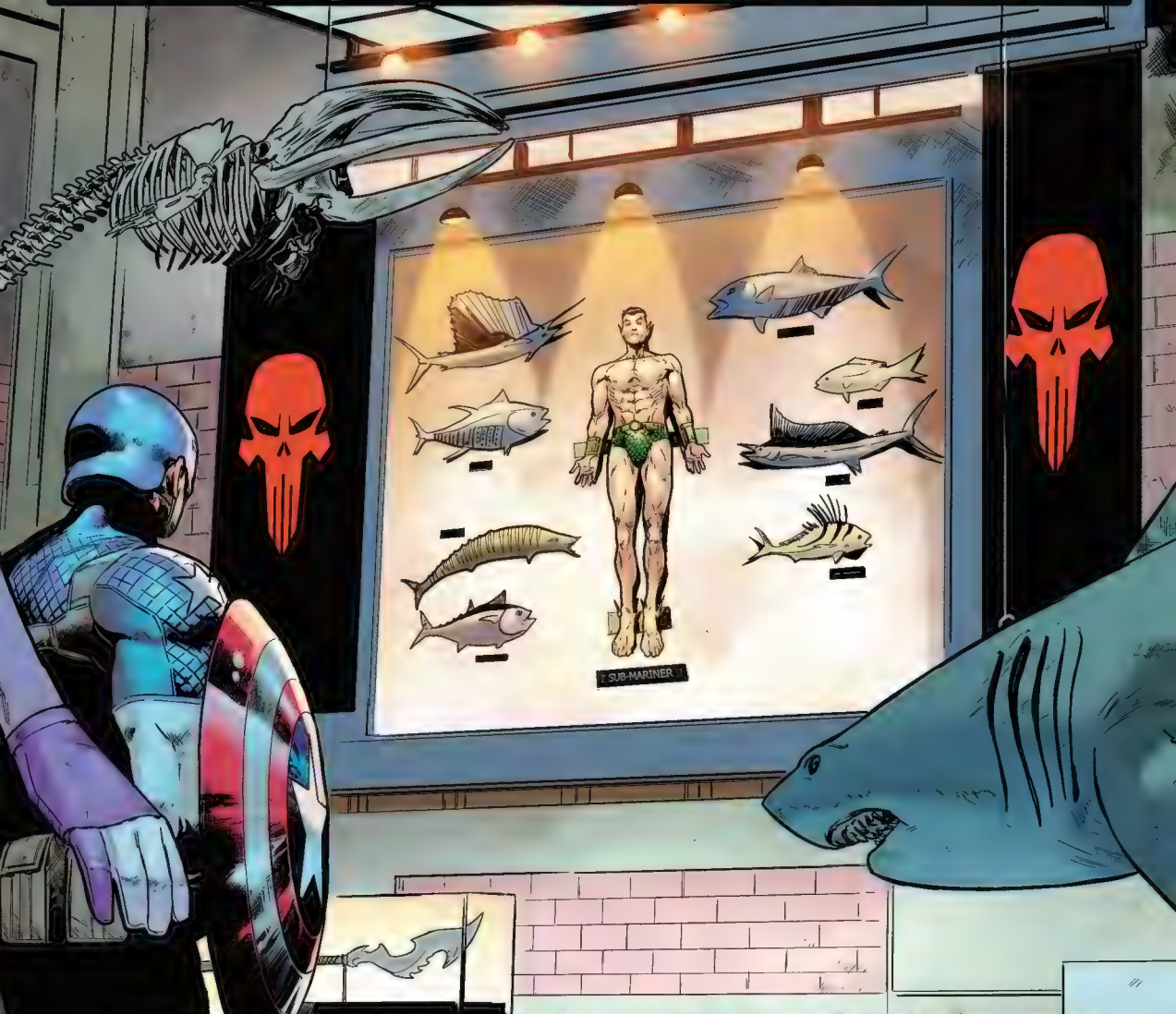
Everything can mean anything. The truth must be verified by hand.

So here we are, fighting Nazis with laser guns.

So here we are,
fighting Nazis
with laser guns.

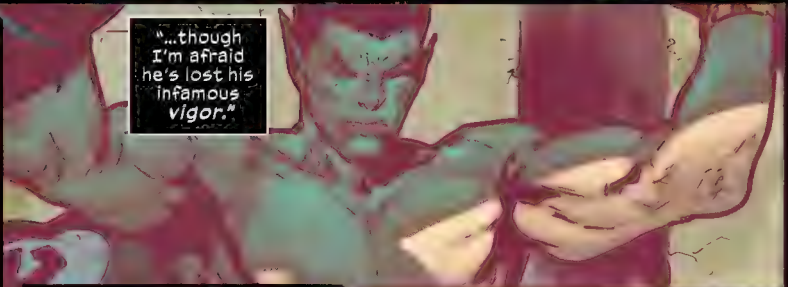
It strikes my upgraded sense of humor as funny, but I don't laugh.

Some things never change...





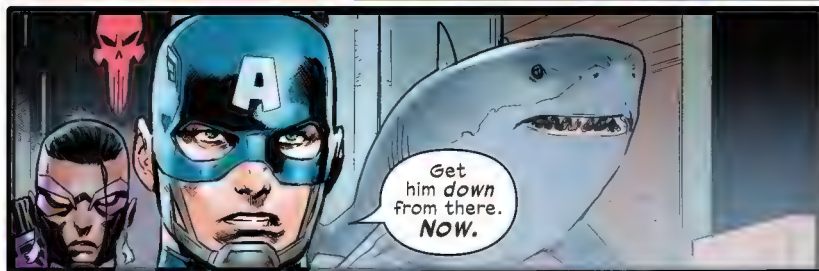
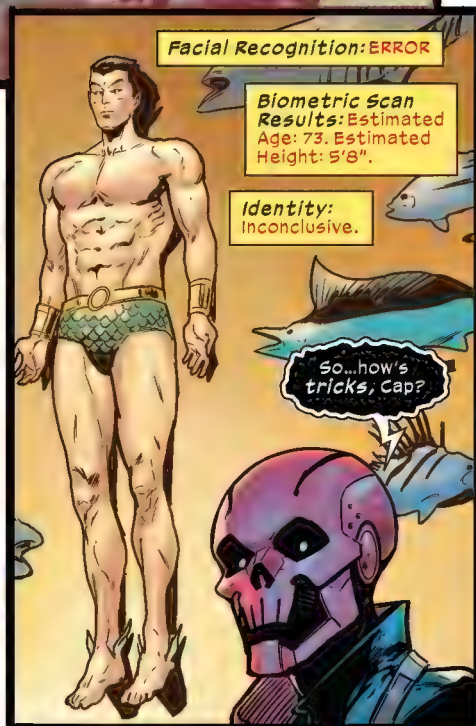
Grand Skull: At least five different men have held the position of Grand Skull. Four died violently. The civilian identity of the current Grand Skull is unknown to the public, and perhaps even the larger organization itself.

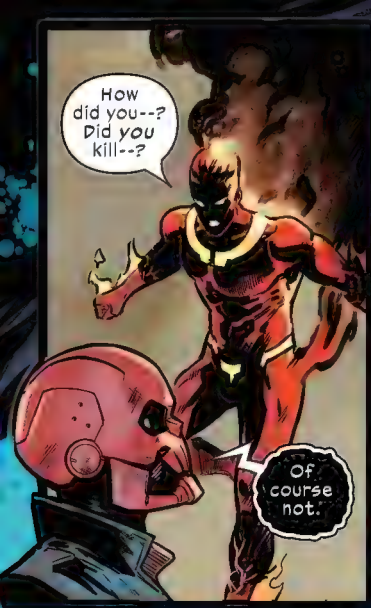


"...though I'm afraid he's lost his infamous vigor."



Voice Recognition: ERROR





How
did you--?
Did you
kill--?

Of
course
not.

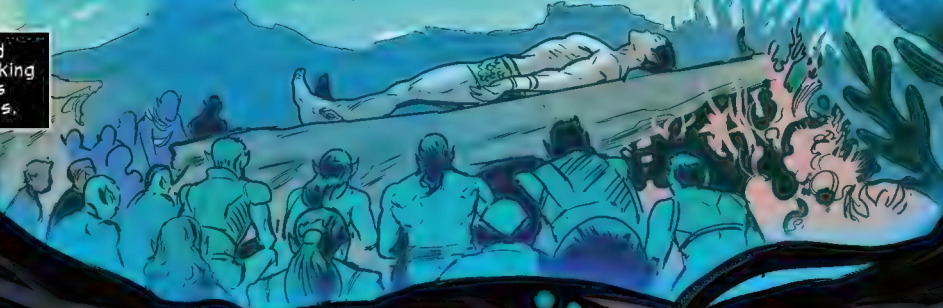
"The certificate of authenticity says
his death was a *political* matter.
An *underwater coup* of some kind.

"The Mad King was overthrown
according to Atlantean *custom* and
executed according to Atlantean *law*. As
were his many *wives, allies* and *heirs*.



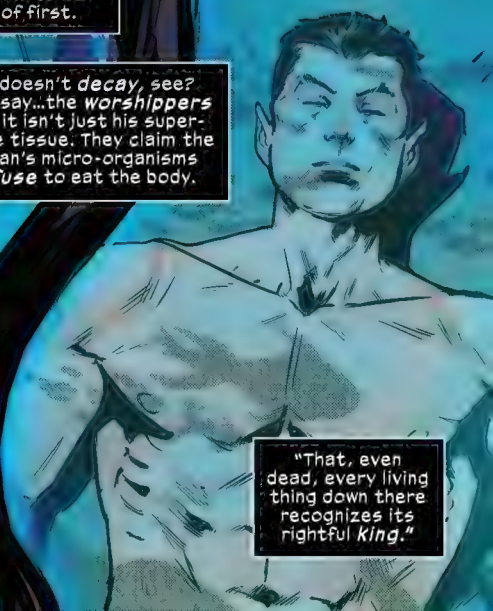
"But the body
became a *holy*
site--religions
sprung up around it
like *seaweed*.

"Oppressed
Atlanteans making
pilgrimages
and problems.



"The new regime down
there didn't like it, so
they exiled their former
king *after* they killed
him, which has to be
some kind of first.

"It doesn't *decay*, see?
They say...the *worshippers*
say it isn't just his super-
dense tissue. They claim the
ocean's micro-organisms
refuse to eat the body.



"That, even
dead, every living
thing down there
recognizes its
rightful King."

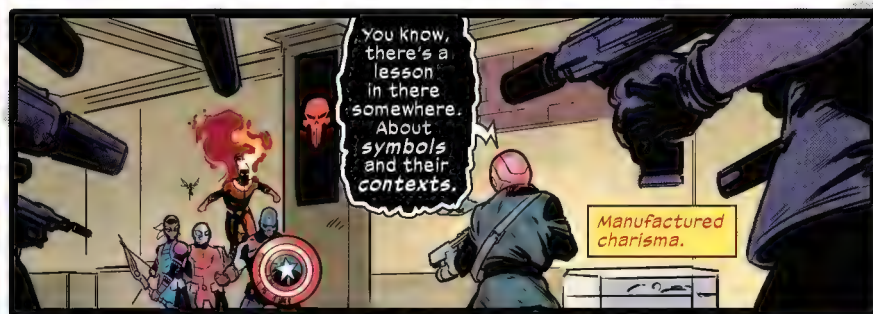


The things people hold on to, eh?

It wasn't my idea to mount him, by the way. That was the *last* guy. A real collector--very into big game.

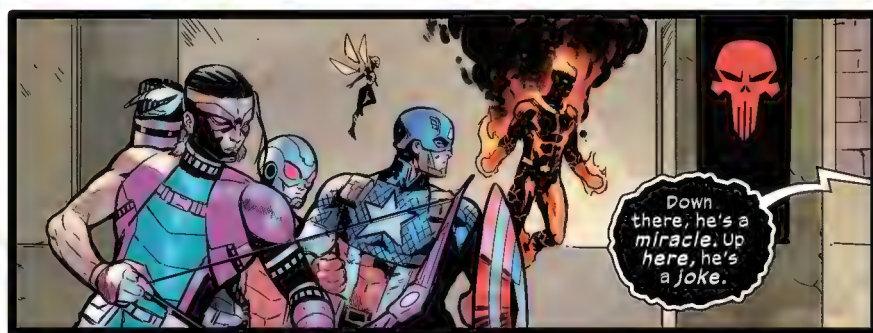
But it turns out the corpse is a killer recruitment tool. The boys can't get enough of it--they practically piss themselves.

The voice isn't just distorted--it's *enhanced*. Braided with hypnotic suggestions at the frequency of human thought.

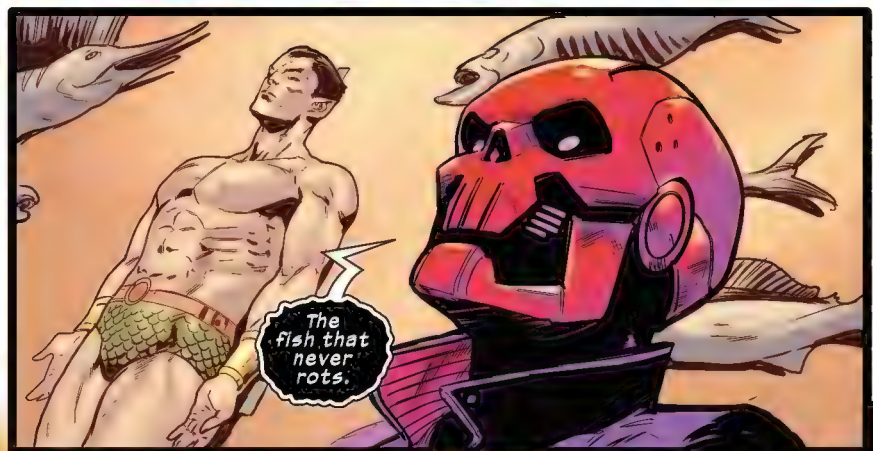


You know, there's a lesson in there somewhere. About symbols and their contexts.

Manufactured charisma.



Down there, he's a miracle. Up here, he's a joke.



The fish that never rots.



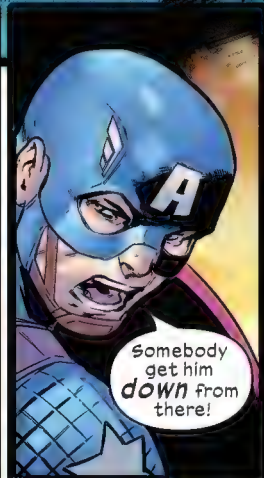
I give the signal. I am the signal.

FWOOOSH

Ultimates... this is what we trained for! Clear the room!

We move precisely,
calmly, *naturally*.
Reinforcing strengths,
compensating for
weaknesses.

We move like
a finely tuned
machine.





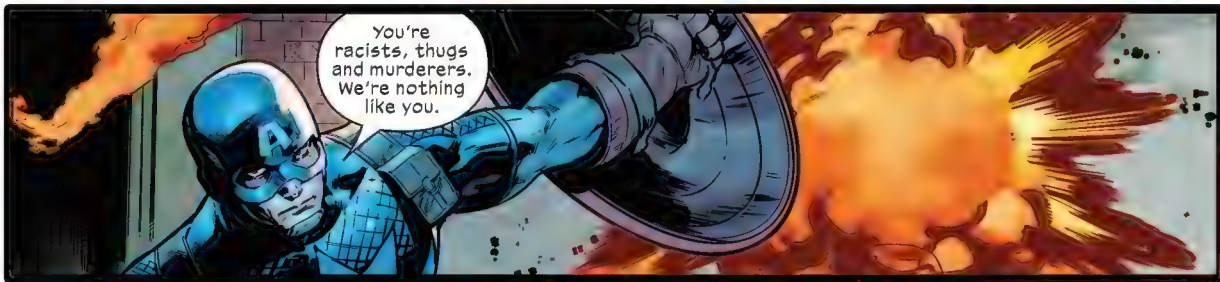
I'm going to break open your skull. Maybe more than one.

Now wait. Wait a minute.



You know, you could learn a lot from us. How we operate. I mean, we both preach violent revolution against the world government, but we've been at it a lot longer than you have.

Accessing...UltNet...
Headline: Red Skull militia massacres caravan of Inhuman refugees on southern border.



You're racists, thugs and murderers. We're nothing like you.



Well, you're right about that. We've got more money, better branding and a much larger membership.

We give them an enemy. A symbol. We give them something to believe in and something to die for.



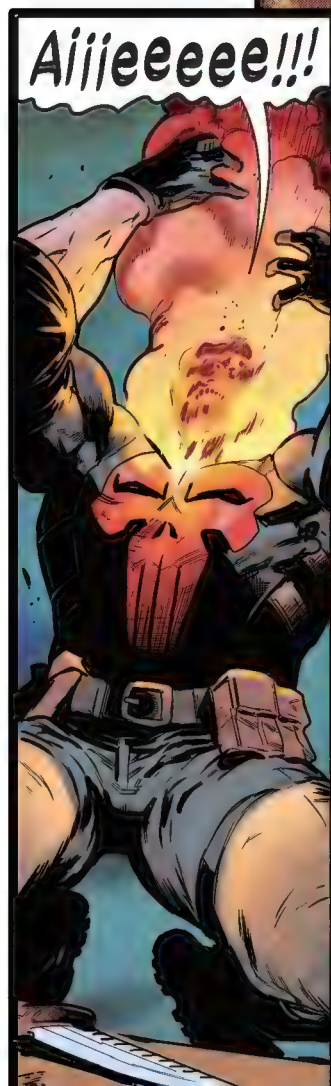
What do you give them?



Here's one of our "true believers" now! His name is John Walker.

John's been a devoted follower of Red Skull content for years, ever since he was a boy. Sixteen months ago, he came to me with a metal box, a message from Tony Stark and a vial of Super-Soldier Serum, asking me what to do.

You know what I said?





You are *not* the Red Skull! I killed Johann Schmidt over 75 years ago!

Take that thing *off* and give up this *charade*! You're done!



This is Tony Stark to Grand Skull. I am transmitting directly to your... uh, skull.

In the last twenty minutes, I've scrubbed all known Red Skull content from the internet, crashed all related platforms, and drained all your secret bank accounts. Yes, even that one.

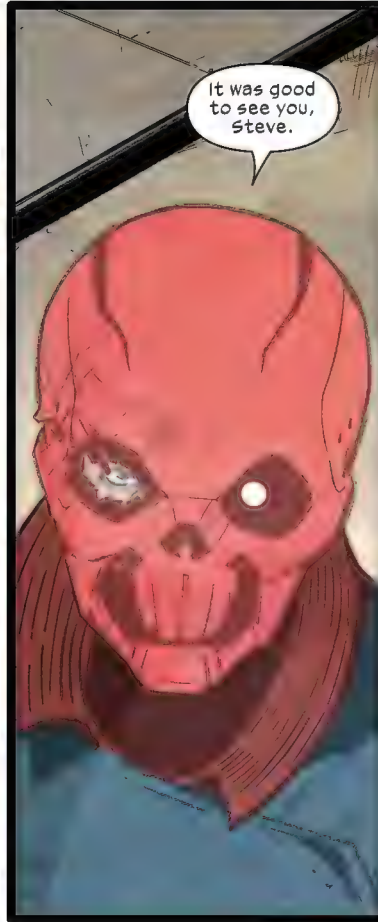
I needed something to focus on.

Good gravy, it looks like you've got me! Captain America's done it again!

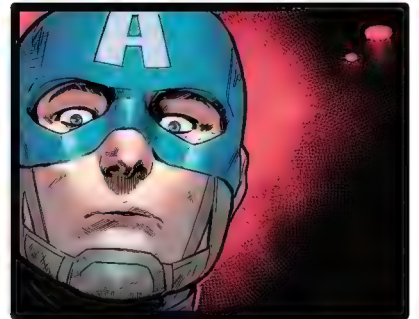


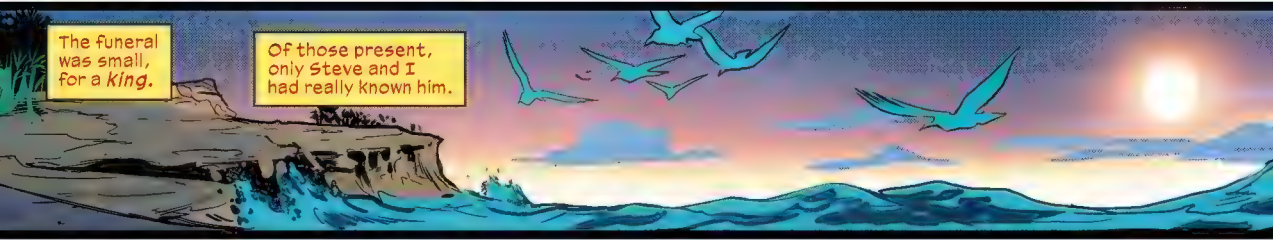
But I'm like you now, Cap. More than a man--I'm a symbol.

And symbols don't die. They just come back different.



It was good to see you, Steve.





The funeral
was small,
for a *king*.

Of those present,
only Steve and I
had really known him.



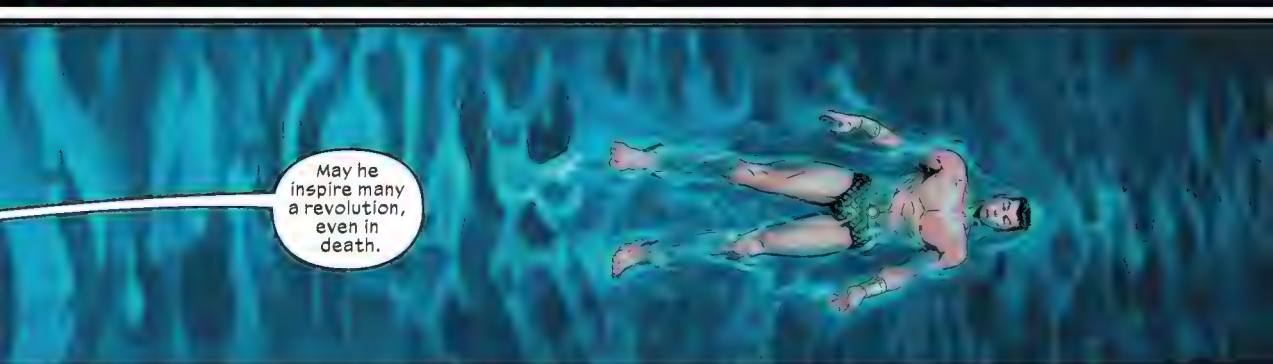
Not much was
said, but what was
said was true.

He fought
like hell and he
was our brother, as
much as any man
in Arlington.

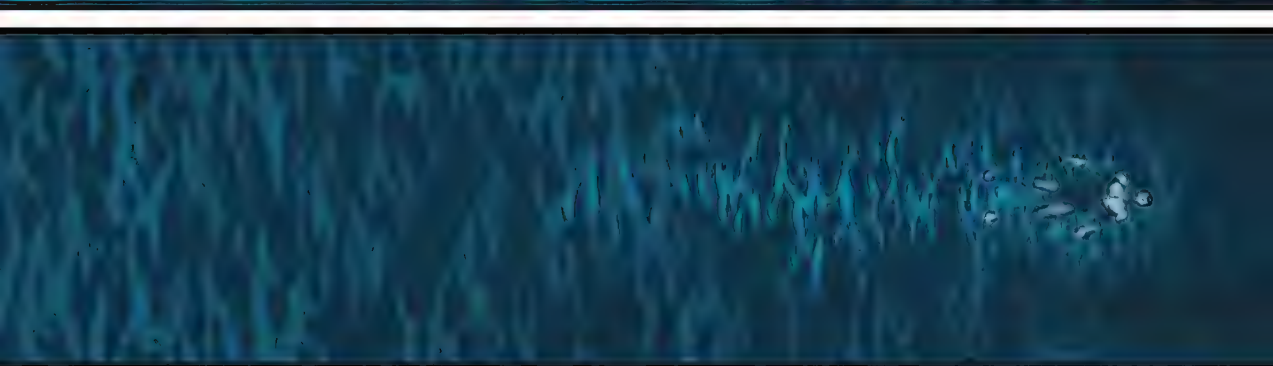


But the
ocean was his
only country.
That's where
he belongs.

So now
we give the
sea back her
king.



May he
inspire many
a revolution,
even in
death.



Accessing...

Jim Hammond Private Thought Log

Tone: Poetic/Reflective

I am thinking: About death. Mainly my own.

I am standing: In the antiseptic darkness of the Triskelion satellite, hours after Namor's funeral, trying to remember how I "died."

I remember: One minute, I am walking down Avenue A in the bright light of 1948. Next, I am waking up in a warehouse in 2024. In between there's nothing and a whole new world.

I am looking: Out a window, 1,200 miles above the earth. It's night in North America, and on its surface, a million pricks of manmade light blink in the darkness, like signal fires.

I wonder (not for the first time): What happened to me in 1948? How did I get here? Who can I trust?

I feel: Disturbed. The details of my death have been *manually deleted*. The Maker leaves us nothing, not even our own minds. All he leaves us are questions without answers.

I remember: It is 1939, and I am standing in a vacuum tube. Doctor Horton tries to speak to me through the glass, but the sound does not carry. I watch his mouth move silently for days, trying to understand. The first word I hear my creator speak is: "Behold!" I immediately burst into flame.

I realize: I have not slept since my rebirth. I no longer need to. In the warehouse, I slept for 76 years, 3 months, 12 days, 10 hours, 34 minutes and 17 seconds. I will never sleep again. Instead...

I explore: While others rest, make love or pretend to live their lives, I turn my mind into a narrow stream of electrons and swim through the sum total of human knowledge. At 98% the speed of light, I move between wires, servers, satellites.

I marvel: At what I find out there. Love letters and death threats, videos of kittens and executions. *The best and worst of people.*

I think: *The internet is mankind's shadow made of light.*

I bring up: The photos I found on the Red Skull social network. In the photos, obviously intoxicated young men hold Namor's corpse over their heads like a trophy.

I cannot stop thinking about: What the Grand Skull said about symbols and their recurrence. In my nighttime explorations, I've collected dozens of newspaper clippings, blurry photographs, second- and thirdhand accounts from the 1950s, '60s and '70s. All containing claims of "a flying man on fire."

I ask myself (not for the first time): What does it all mean? Have there been others like me? Are they also locked in a warehouse somewhere, waiting to be rekindled? Is it some scam I don't understand? Or is it the world trying to light the fire of its own liberation?

I am on fire: With questions without answers.

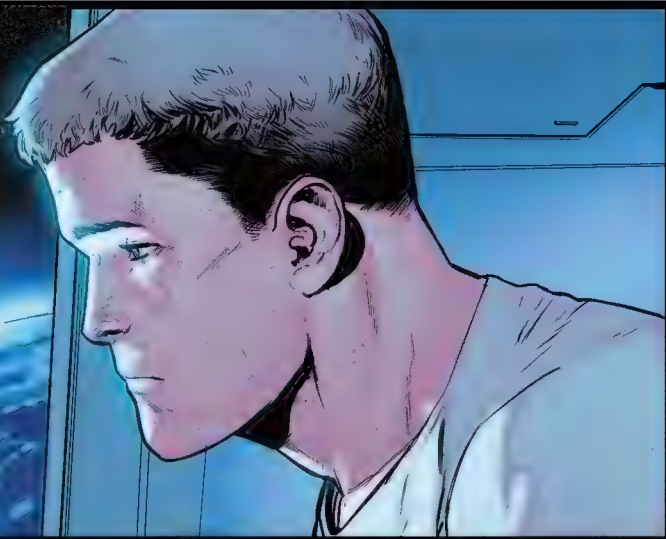
End Private Thought Log

Accessing...25.03.06.931.hrt
Jim Hammond Real-Time Report

--Addendum--
Tone: Disquieted/Disturbed

Steve hasn't slept or spoken since the funeral. He just sits in his room with the light burning all night.

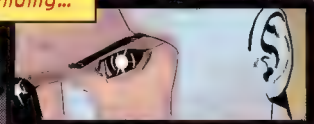
As a result of my cognitive upgrade, I have gotten much better at reading human emotional cues. I now recognize that Steve is deeply troubled.



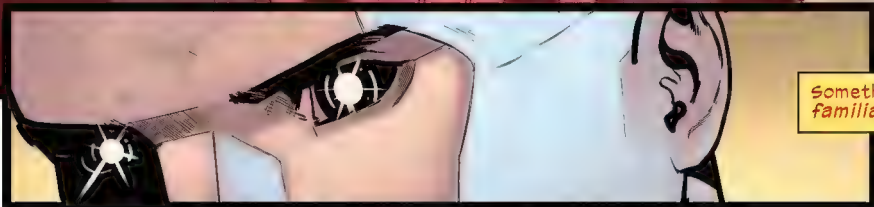
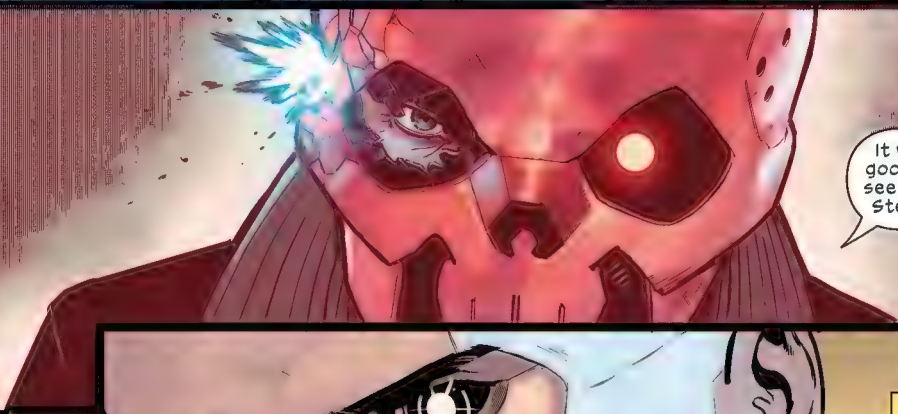
As am I.
But why?



It's not just Namor.
It was something the
Grand skull said...not the
mind-control distortion,
but what it was *hiding*...



It was
good to
see you,
Steve.



Something
familiar.

Voice
Match:

It was
good to
see you,
Steve.

Searching...
90% Voice Match
Found:

James
Buchanan
Barnes.
A.K.A....

...Bucky?

EIGHT MONTHS
REMAINING...



WRITER: **DENIZ CAMP**
ARTIST: **JUAN FRIGERI**

COLOR ARTIST: **FEDERICO BLEE**
LETTERER: **VC's TRAVIS LANHAM**
COVER ARTISTS: **DIKE RUAN & NEERAJ MENON**
VARIANT
COVER ARTISTS: **GREG LAND & RACHELLE ROSENBERG;**
INHYUK LEE; MATEUS MANHANINI

DESIGN: **JAY BOWEN**
ASSISTANT EDITOR: **MICHELLE MARCHESE**
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THE
ULTIMATES

11



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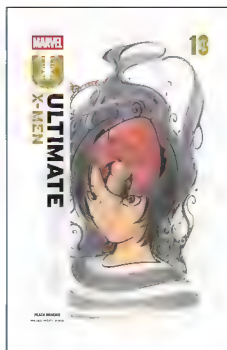
ULTIMATE SPIDER-MAN #15

BY **JONATHAN HICKMAN**
& **DAVID MESSINA**



ULTIMATE BLACK PANTHER #14

BY **BRYAN HILL** & **CARLOS NIETO**



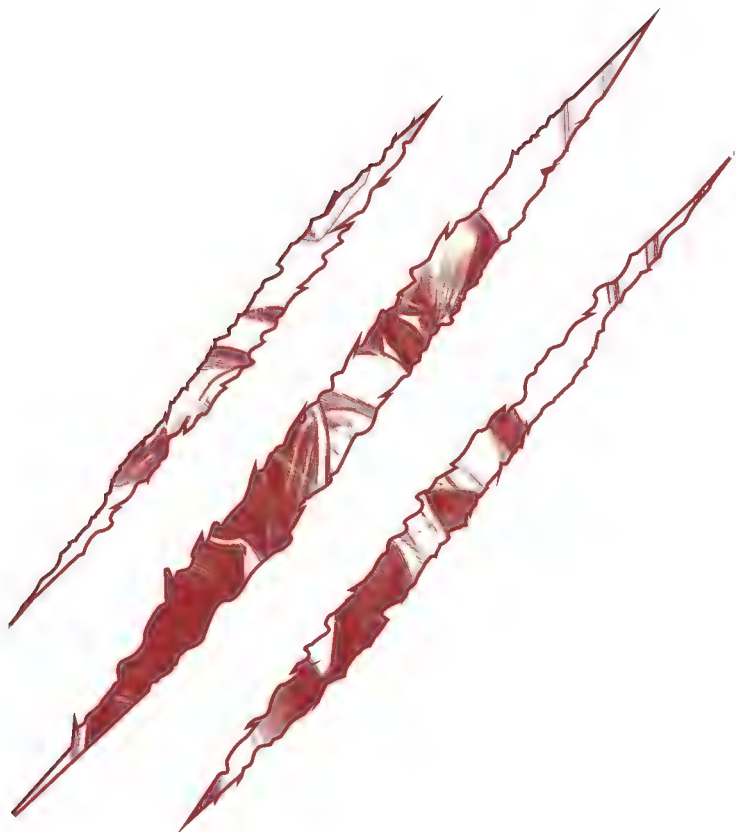
ULTIMATE X-MEN #13

BY **PEACH MOMOKO**



ULTIMATE WOLVERINE #3

BY **CHRIS CONDON** &
ALESSANDRO CAPPuccio



3

A diabolical genius known as **THE MAKER** used time travel to create his ideal Earth by systematically preventing anyone from ever becoming a super hero and by establishing a secret council of super villains, **THE MAKER'S COUNCIL**, that rules the world from the shadows.

Three of those councilmembers – **COLOSSUS**, **MAGIK** and **OMEGA RED** – run the **EURASIAN REPUBLIC**, one of two places in the world for all known mutant activity. Through their government's top-secret division "**DIRECTORATE X**," headed by **DR. ALONYA PROSTOVICH** and designed to exploit the unique genetic powers exhibited in mutantkind, they have turned the mutant known as **LOGAN** into their most lethal weapon, the brainwashed **WINTER SOLDIER**.

His main mission? To target and destroy a covert group of mutant freedom fighters called **THE OPPOSITION**.

ULTIMATE WOLVERINE

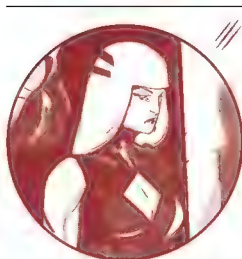
CAST:



**WOLVERINE/
THE WINTER SOLDIER**
LOGAN



COLOSSUS
PIOTR RASPUTIN



MAGIK
ILLYANA RASPUTIN



OMEGA RED
ARKADY ROSSOVICH



**DR. ALONYA
PROSTOVICH**
DIRECTORATE X
RESEARCH HEAD

MARCH 2025

Seventeen miles outside of Smolensk.







I--I...
Ah-hem... I-it
is the d-day of
b-battle?

Ain't it
always.

And who
sent you
here?

Th-the
A-Archangel... I
escaped Republic control
and was recruited
outside Warsaw. I
want to fight.



Not to
question his
choices, but I
need me a driver.
Last one got killed
in a raid. Don't
need more
combat boots.
So...

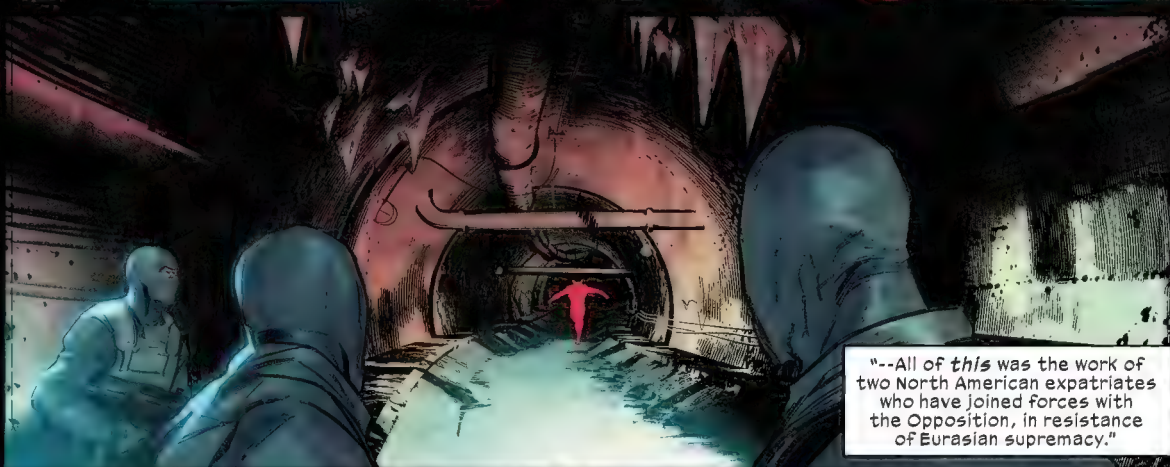
Stop it.
We need all
the help we can
get. But...
yeah.



Can you
drive?

Da...I
can do many
things.

Abandoned sewer tunnel network.
Beneath Smolensk.



"--All of *this* was the work of
two North American expatriates
who have joined forces with
the Opposition, in resistance
of Eurasian supremacy."



In a raid last week, we successfully eliminated an Opposition vehicle en route to Rasputingrad--however, Remy LeBeau and Katherine Pryde, our targets, survived. Only the driver--Gregor Smerdyakov--was killed.



The man, LeBeau, was responsible for the Mikhail Massacre last spring in Novosibirsk that took the life of Leader Mikhail Rasputin.



This is but the start of LeBeau's work. Each of these events--Yaroslavl, Lipetsk--each claimed countless Republic lives and...property.



This past month, we have also lost a prized possession of the Republic: Natalia Romanova, alias: *Chyornaya Vdova*. We believe she may be with the Opposition.



Reliable intelligence suggests that LeBeau, Pryde and Romanova are at a nearby Opposition base. This is why we have assembled you, the Republic's finest, to go in...

"...and destroy
their operations."



Psst. Did
you get one
of these
too?

Huh?



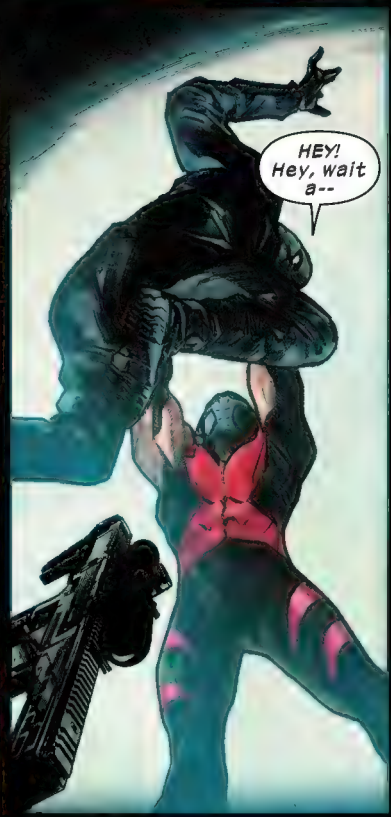
Adamantium
bullets.

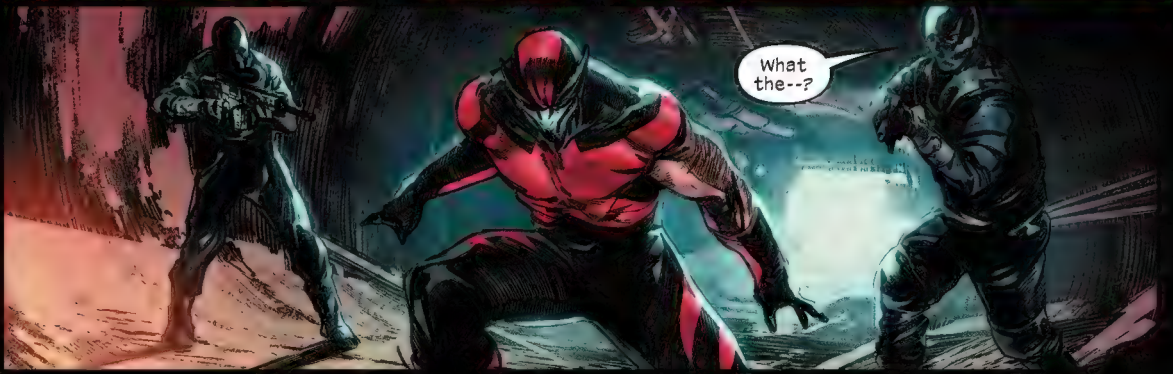
Oh,
yeah.



We all
got them.
Just in
case...











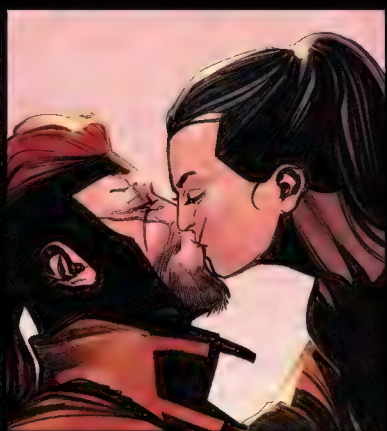
You stay up front.
You know where to go.
I'd get us lost going
five feet in any
direction.

You'll be
okay?

C'mon...



...I always
slip on
through.



Heh. You
got my blood
boilin' yet,
minou.

Keep it
on a simmer
for me.



RRRRRRR-RRRRRRRR

Oh,
come on...I
just escaped.
Tell me you don't
want to get me
caught...



COVER
DAT DOOR!
Gimme guns!
Go, go!



What
do we got
comin'?

Nothing
good, Remy. It's
one man...



Mais...
One man?

Look.

Rougarou...
Dis is crazy...



He's
just got
knives?

It
looks that
way, yes.

This
don't feel
good...



Man, why
ain't dat truck
moved? We
gotta--



SHKREEEEEE

My,
my...

POW

PING

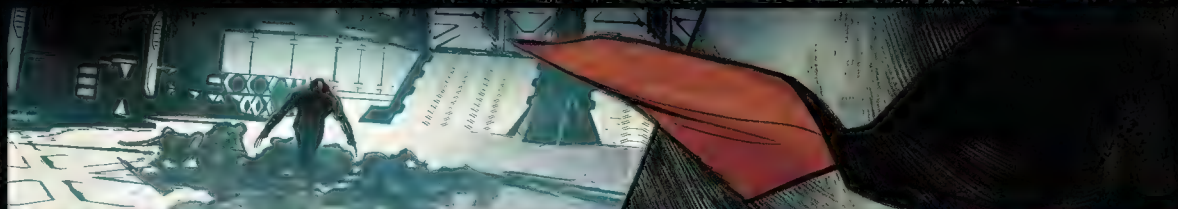
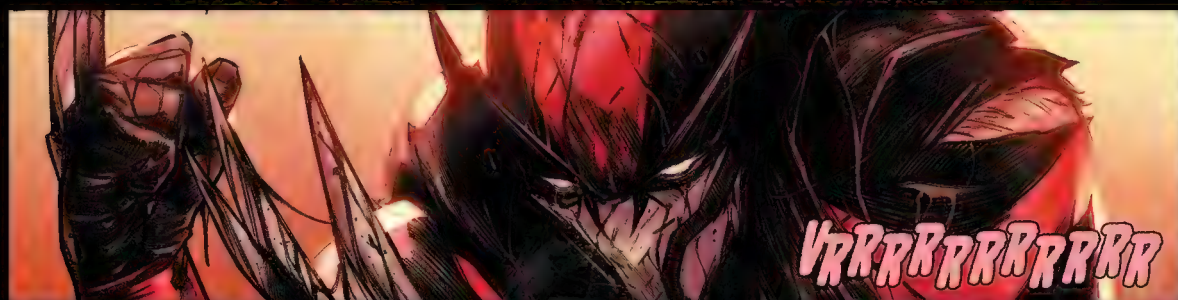
PING

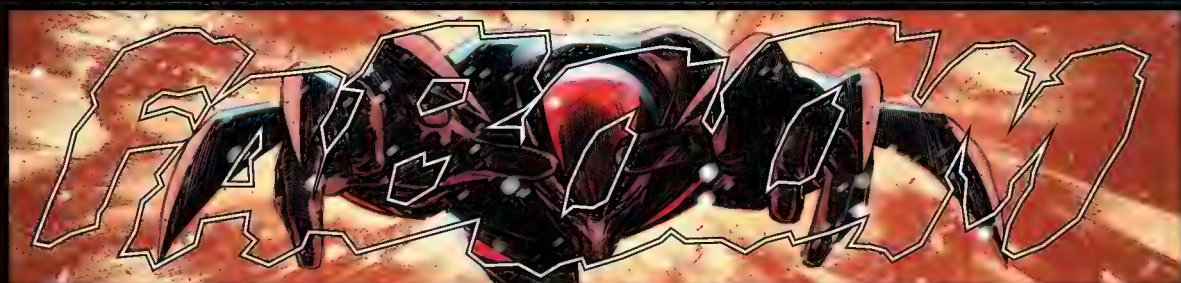
PING

PING

BRAKA BRAKA BRAKA

...what
big claws
you have.



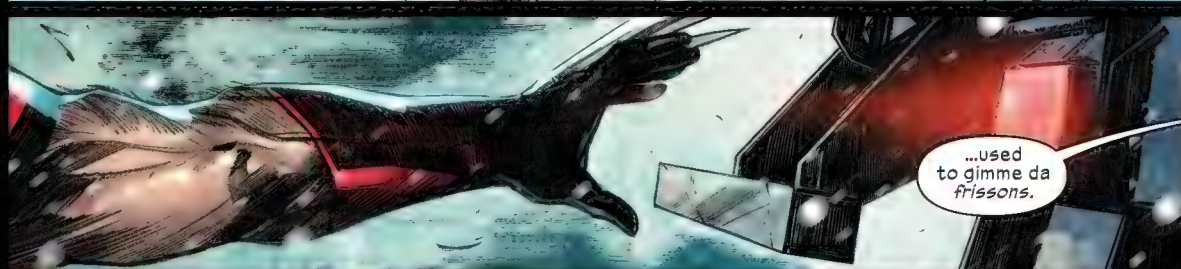


That was close.

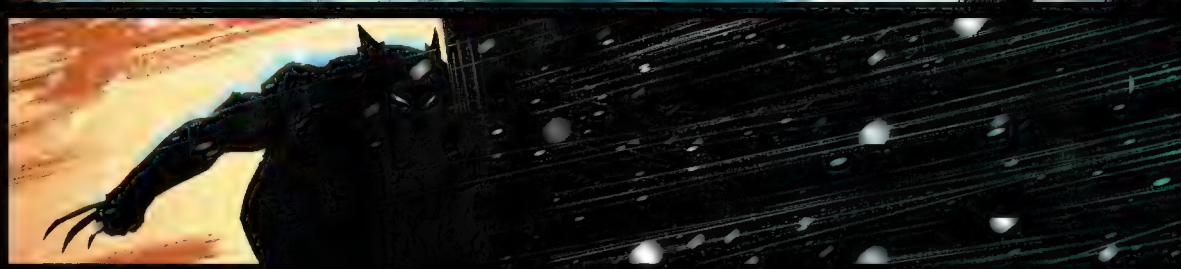
Too close.

Tooooo close.

Knew a guy wit claws like dat once. Bone instead. Dead now, but...



...used to gimme da frissons.





He's still pursuing?

I hit dat rougarou with my royal flush. Ain't nobody comin' back from dat.



CHAK-
CHAK-
CHAK-
CHAK-



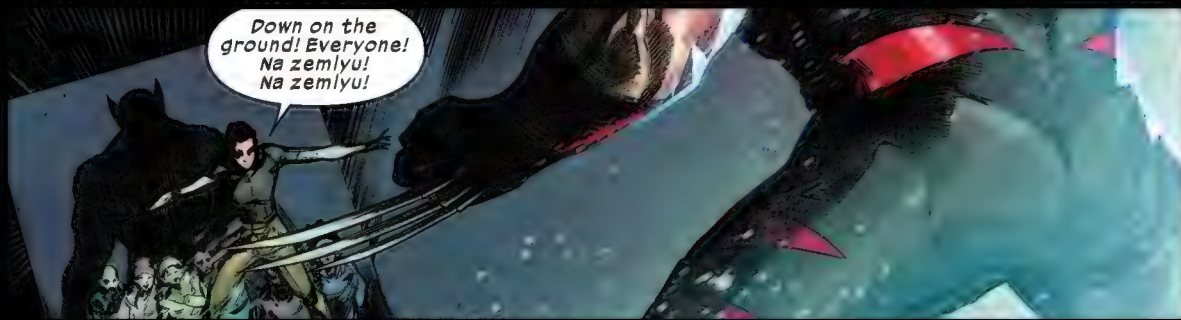
No...



The Rasputins have no right to these children. They are--



Oh my god... Logan?!





Why

Don't

YOU

REMEMBER?



Nh...
N-n-n-n...



I'm
sorry...

KRAK



TO BE CONTINUED...

DO YOU DREAM OF A **FREE** EURASIAN REPUBLIC?
WE KNOW HOW —

MUTANT LIBERATION NOW!



MEETING TONIGHT - 7PM

THE USUAL PLACES - ASK A FRIEND

CONTENT:

Recovered on Ulitsa Pavlova
in Smolensk Mar. 3, E.R.

MARKED FOR:
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BREAKING NEWS

EXCLUSIVE

Mikhail Massacre: Terrorist strike in Novosibirsk claims life of Mikhail Rasputin

By XXXXXXXX and XXXXXXXX

Published April XX, 2024, 12:02 p.m. ET

1.4K Comments



Leader **Mikhail Nikolaievitch Rasputin**, brother to Leaders Piotr and Illyana, has been killed in a brazen terrorist attack in the Republic city of Novosibirsk, the third such attack this year in as many months. The underground terrorist organization, known as “the **Opposition**,” has been blamed for the cowardly attack, though they have not yet claimed responsibility. The Kremlin has declared today be remembered as “the Mikhail Massacre.”

“We will hunt these terrorist dogs until their tainted blood runs in the streets,” promised **Leader Arkady Rossovich**. “There is nowhere for them to hide that the Republic’s eyes cannot see.”

Video surveillance has provided three suspects, known associates of the terrorist organization. Henry McCoy, Remy LeBeau and a third, unknown female assailant, expatriates of the North America Union, have been implicated and charged with masterminding and carrying out this deadly terrorist attack on Republic soil.

McCoy and LeBeau were briefly held at the East Berlin Detention Center last year under suspicion of Opposition ties before escaping in the “Black December” riots which freed fifteen illegals, including McCoy and LeBeau, and left three guards and two others dead. Three others were seriously wounded.

“Do not be fooled, comrades—this heinous assault was an all-out attack on the sovereignty of our great Republic and its people, not just on one singular leader,” Leader Piotr Rasputin said in an address. “This so-called ‘Opposition’ has spread lies and disinformation about the Republic, reveling in violent acts that have claimed the lives of innocent Republic citizens. Make no mistake—they are enemies of the people. The Republic will not stop hunting down these ruthless killers until justice has been served—and every last one of them is cold in the ground.”

“May Mikhail remain in the memories of all Republic citizens,” Leader Illyana added in her remarks. “For it may have been my brother today who was killed, but whose will it be tomorrow?”



TRENDING NOW



Tragedy sweeps Hi No Kuni middle school after numerous student deaths...



Who is the masked man swinging through New York City?



Mysterious fighter commands lightning in the Upper and Lower Kingdoms

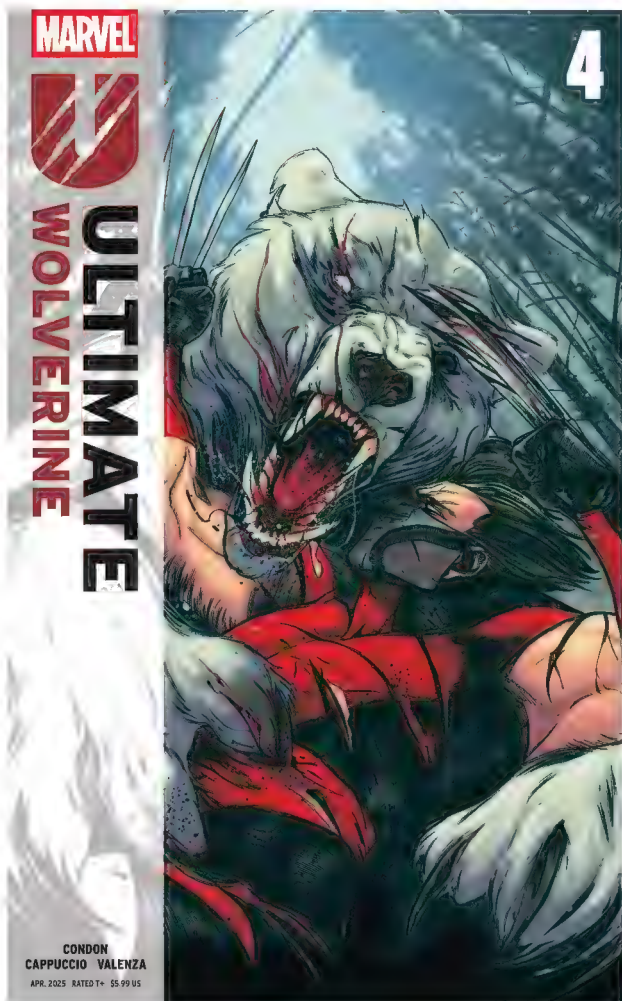


WRITER: **CHRIS CONDON**
ARTIST: **ALESSANDRO CAPPUCCIO**

COLOR ARTIST: **BRYAN VALENZA**
LETTERER: **VC's CORY PETIT**
COVER ARTISTS: **ALESSANDRO CAPPUCCIO & FRANK MARTIN**
VARIANT
COVER ARTISTS: **NIC KLEIN; MATEUS MANHANINI;**
LEINIL FRANCIS YU & ROMULO FAJARDO JR.

DESIGNER: **JAY BOWEN**
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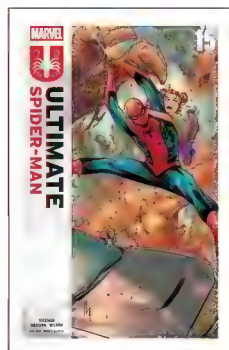
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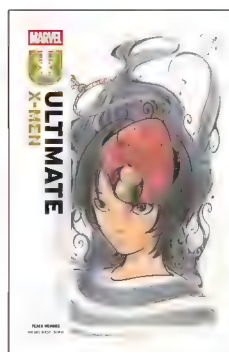
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BY **JONATHAN HICKMAN**
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ULTIMATE BLACK PANTHER #14

BY **BRYAN HILL** & **CARLOS NIETO**



ULTIMATE X-MEN #13

BY **PEACH MOMOKO**



ULTIMATES #10

BY **DENIZ CAMP** & **JUAN FRIGERI**



16

Twenty years ago, **THE MAKER** prevented a radioactive spider from biting a young **PETER PARKER**. He likewise prevented the creation of any other super heroes and formed a secret council to rule the world from the shadows.

Fifteen months ago, **TONY STARK** sent Peter that same radioactive spider along with a picotech suit. Since then, Peter has used the incredible powers granted by the spider's bite to fight crime alongside **GREEN GOBLIN**, a.k.a. **HARRY OSBORN**, co-C.E.O. of **OSCORP**.

KRAVEN THE HUNTER kidnapped Peter and Harry, dragging **MOLE MAN** and **MYSTERIO** into his dangerous game despite Mole Man's concerns about Kraven keeping his hunt secret from their superior, **KINGPIN**. After a grueling battle, Harry was murdered by Kraven. But Mysterio helped **SPIDER-MAN** escape...

ULTIMATE SPIDER-MAN

CAST:



PETER PARKER
SPIDER-MAN



MJ WATSON-PARKER
PR GURU



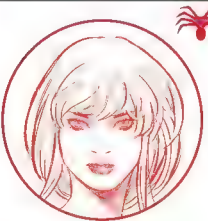
RICHARD PARKER
PETER AND MJ'S SON



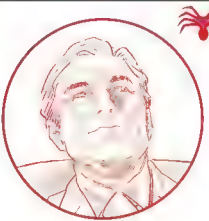
MAY PARKER
PETER AND MJ'S DAUGHTER



HARRY OSBORN
GREEN GOBLIN



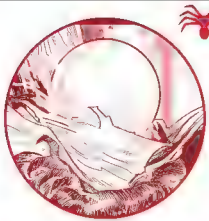
GWEN STACY
HARRY'S WIFE, OSCORP CEO



BEN PARKER
PETER'S UNCLE



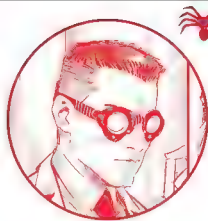
J. JONAH JAMESON
BEN'S BUSINESS PARTNER



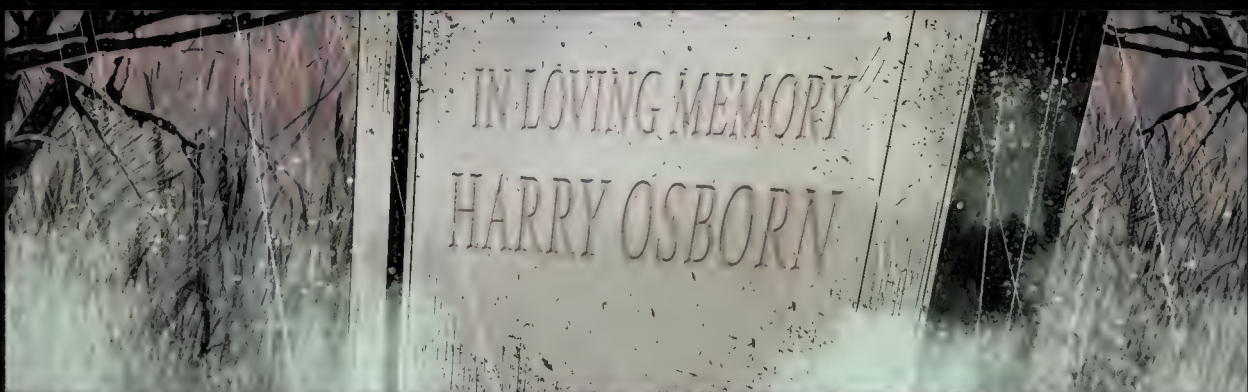
MYSTERIO
ONE OF THE SINISTER SIX



KRAVEN THE HUNTER
ONE OF THE SINISTER SIX

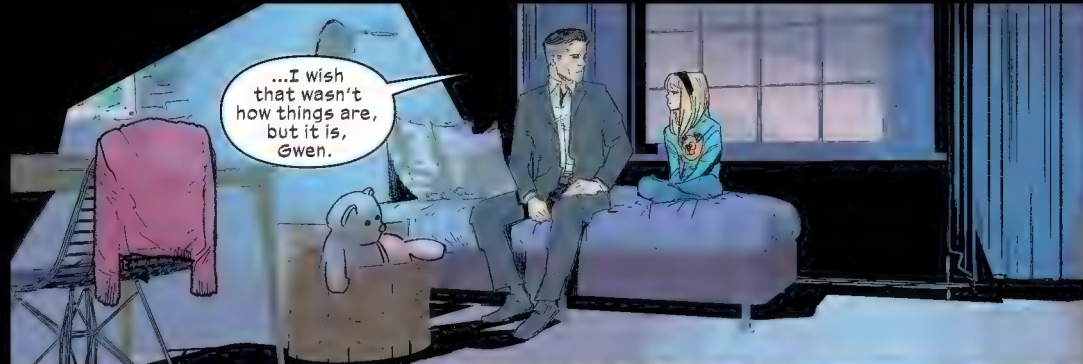


OTTO OCTAVIUS
OSCORP SCIENTIST



APRIL

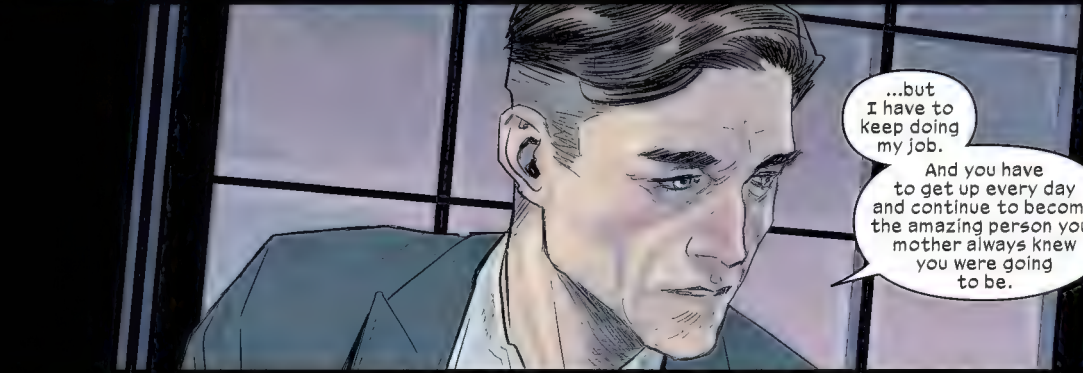




...I wish that wasn't how things are, but it is, Gwen.

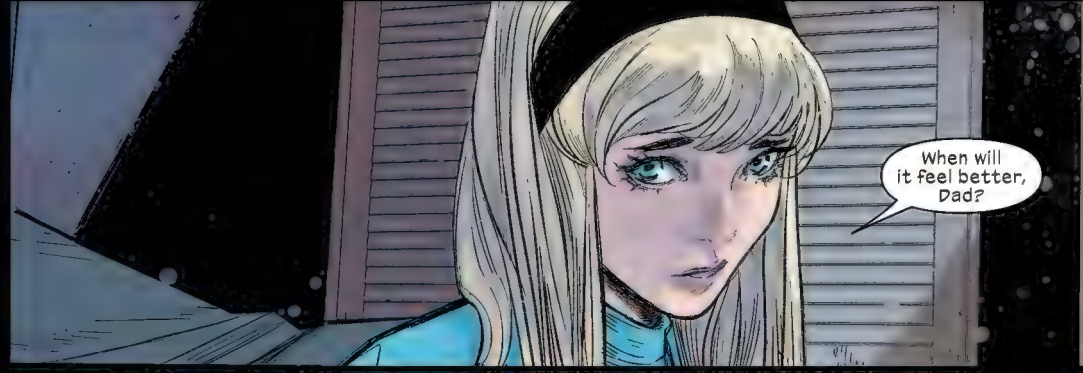


And because of that, things are going to be different now...



...but I have to keep doing my job.

And you have to get up every day and continue to become the amazing person your mother always knew you were going to be.



When will it feel better, Dad?

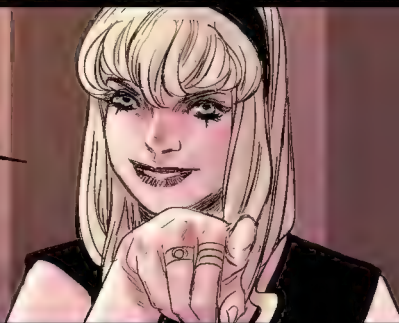


Never. No one ever gets past losing somebody that you love.

But the good news is that they're never *really* gone. They live on...

"...in your heart."

I like you, Harry Osborn.



Well, I'm glad we have that in common. I just so happen to like myself as well.



You want to know a secret?



Oh, I love secrets.

Okay. Here goes...

The truth is, I didn't think I'd ever like you. I hate rich people.

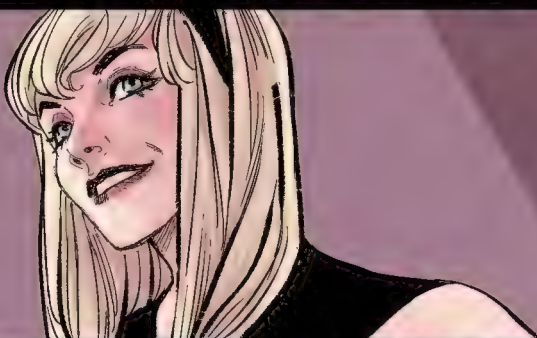


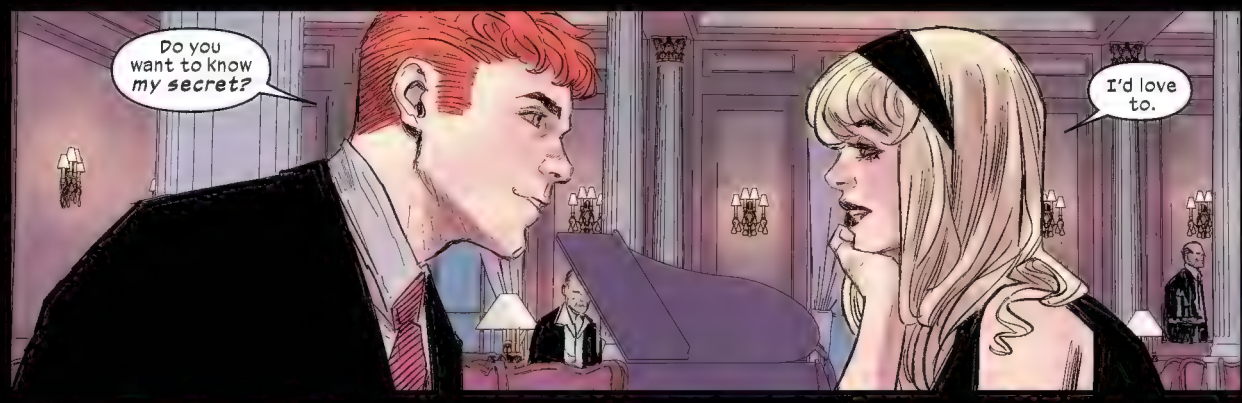
Heh.

Well, good thing I'm not just rich. I'm wealthy.



And ridiculous. And humble.





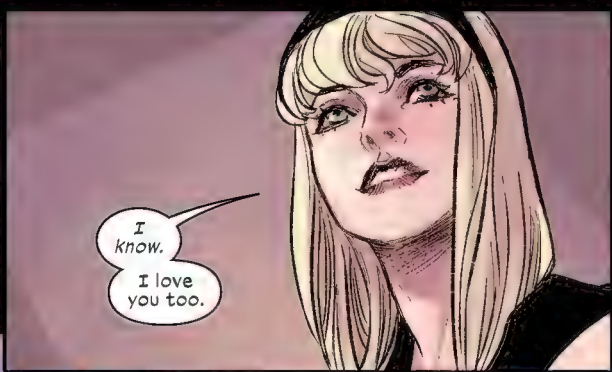
Do you want to know my secret?

I'd love to.



I don't like you at all, Gwen Stacy.

I love you.



I know.

I love you too.



So...you finally ready to meet the parents?

They're flying back in tomorrow.

I dunno... you tell some pretty scary stories, mister.

But it can't be that bad, can it?

Oh, you have no ide--

PIZZA PIZZA



Sorry. Let me... Hello?

Oh. Okay. Okay...

Thanks.



What is it?

They found him...

"...they found
my father."

...No one ever
gets past losing
somebody that
you love.

But the
good news is that
they're never *really*
gone. They live
on...

...in your
heart. And no
one can take that
away from
you.

You see...
as the years pass,
your memory of Mom
won't change. And you
get to remember her
in the way that most
children would.

Perfectly.
Not ruined by
age or learning
that parents are
regular
people...

...and
flawed
just like
everyone
else.

No. I'll
always think
you're perfect,
Dad.

Well,
I'm *not*.

I have
secrets that
many in the world--
and *especially* you--
won't find out
about until I'm
gone.

You might
not understand
who I was. People
might say bad
things about
me.

They might
say nothing at all
because the mystery
will hold. Just understand
one thing: *Everything*
I've done was
for you...

So you will
understand
this *world* as it
really is...

"...that's
my legacy
to you."

After years
of trying, we
finally recovered
your father's
remains.

They didn't
want to give them
up, they didn't want
us *complete*, but now,
thanks to good fortune
and circumstance,
his final wish can
come to pass.

He wanted
you to take
his place and
join us.

Do you
know the
words?

The world
is a lie. And only
through embracing
those lies and becoming
a master of them can
we truly see.



Our craft is old. Older than the lie.

Our power is ageless. The amulet passed from sire to spawn.

One to wear it. Five to share it.

We are...

Mysterio.



Uurrrffnt!



Welcome, sister.

Nine years ago.

Well, I'd say congratulations are in order, Mrs. Osborn.

It's your lucky day.

It just might be that you're the lucky one here, mister.

You got that right.

TAP TAP

Mind if we cut in?

You having fun, Mom?

I am. This is all very nice, Harry.

It's a beautiful day. And you did good.

So...do I need to say it?

Well, I'm not a mind-reader, sir. So I'm afraid you're going to have to.

Okay. Fine.

I think you could have done... better.

That's funny, because I said the same thing to your wife.

See? That's exactly what I mean. You got some steel in you.

I want you to promise me something, new daughter of mine.

What's that?

Don't ever let him distract you from what you were put on this Earth to do.

...

I can make that promise.



First Christmas as a married couple. Lotta pressure here gift-wise.

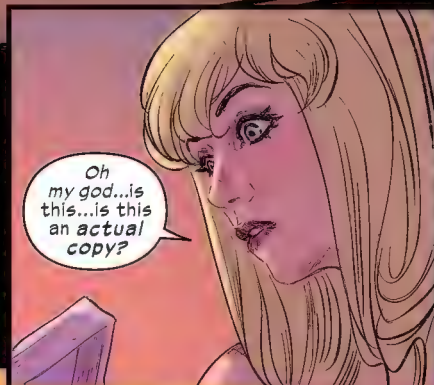
I mean, it's really a statement as to how well you've come to know the other person.

Do you know them? Or do you really know them.

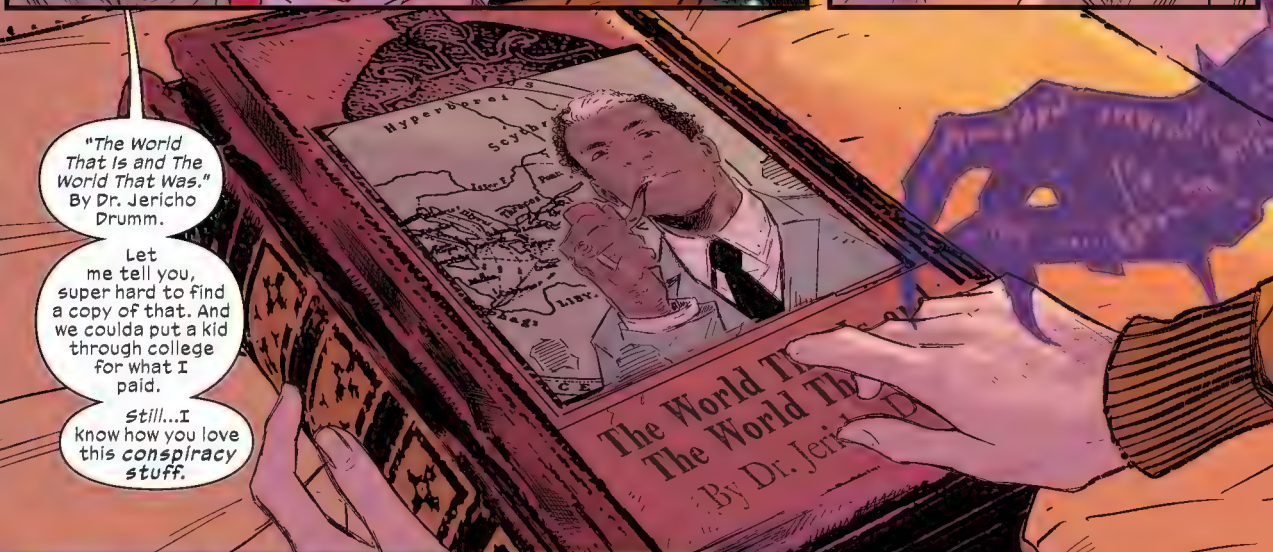


So ridiculous. You must feel really good about your gift.

I do. Go ahead and open it.



Oh my god...is this...is this an actual copy?



"The World That Is and The World That Was." By Dr. Jericho Drumm.

Let me tell you, super hard to find a copy of that. And we coulda put a kid through college for what I paid.

Still...I know how you love this *conspiracy* stuff.



Conspiracy? Do you know what this book is about? It suggests that the world has two timelines.

The one we're *currently* living in. And the one that we are *supposed* to be living in. It's about tachyon particles and temporal echoes... not flat Earths and chem trails.

It's the *real reason* you can't find this book anywhere.



See? I knew you'd like it.

So... what'd you get me?

One year ago.

Tell them.

We were right all along, Quentin.

Everything we've worked toward. Everything we believe in is real.

The world is an illusion fabricated by one man. One man telling a lie big enough to deceive all of humanity.

And now he is trapped in a prison of his own making for the next two years.

How do you know this is true?

Our recent elevation under Fisk only happened because my husband's parents were killed in the Stane/Stark explosion.

As a result-- and as you already know--our company, Oscorp, absorbed Stane/Stark. Then, when we went rifling through all their corporate archives, we also learned all of this... the real history of the world.

We'll need to act fast.

Release the information and wipe the fog from the eyes of the world.

No. You'll understand better after you look at the copies I brought for all of you...

But we can't risk having any involvement traced back to us.

Acting fast... is flying too close to the sun, and that's exactly what got my father killed.

I think we need a better delivery system...

And what would that be?

I dunno yet...

"...but I'll think of something."

Beekay?

What's...?
Ah, before
kids.

You
got it.

Do you
two have
any?

Well, it's
just the best
thing ever.

What's the
holdup?

The world
we'd be
bringing them
into.

Now...
there's the
truth.

Children?
No. I'd like to
think I'd be a
good mom, but
none for us
yet.

We're
considering
it though.

No,
you're not.
That's a
lie.

And then...

I was hoping--
since you're their
brand manager--

--that you could
set something up
between me and the
grumpy old men of
the Paper.

I'm kinda
in the mood
to see if I can
launch a pirate
ship.

And let
the word ring
forth: Raze the
walls, burn the
fields, salt the
earth...

...destroy
the Empire.

A few months later.

You were right. Ben and Jonah were way less interested in super-hero antics than all the Maker files we had.

I hope we did the right thing in giving it to them.

The wrong thing would be letting the world continue in the direction it's been heading most of our lives.

If they want to do something about it, who are we to stop them?

I get it.

Here. Drink this. Electrolytes.

Hey, you wanna hear something funny?

Sure.

They thought it might be you in the suit.

They thought you were the Green Goblin.

That is hilarious.

Yeah. Can you imagine that?

No, I cannot.

Months ago.



Oh!

What are you doing here now?

I don't have time for this...



I'm trying to--

I found him.
Your husband.

What? Where?!

Kraven took him.
Along with his sidekick.

He caught their scent earlier and laid in wait until he could act. He kept it all...very quiet.

But now he's made the mistake of including a confidant of ours into his schemes...all because Kraven wants to hunt them in the Savage Land.



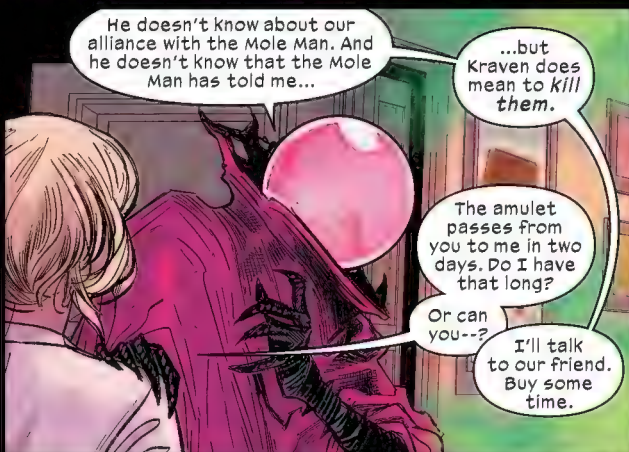
He doesn't know about our alliance with the Mole Man. And he doesn't know that the Mole Man has told me...

...but Kraven does mean to kill them.

The amulet passes from you to me in two days. Do I have that long?

Or can you--?

I'll talk to our friend. Buy some time.



Thank you.

One other thing...

"...are you aware that you're being followed?"

you're having me watched?!

...

yes.

It was Harry's plan. A security thing he had me do. If he goes missing--which you informed me of--then the protocols snap into place.

So, yes, you're being followed...and protected.

And forgive me, I would normally never intrude on your privacy, but some of the things you've been doing and places you've been going don't really add up. I have a few--

Otto!

He's too curious and too close...

Yes?

...cut him loose.

You're fired.

Two months ago.

No, I'm not like him. We're not him.

WHAT ARE YOU TALKING ABOUT, PETER?

He's a killer. That's what he does.

He won't stop until he wins.

It's him...

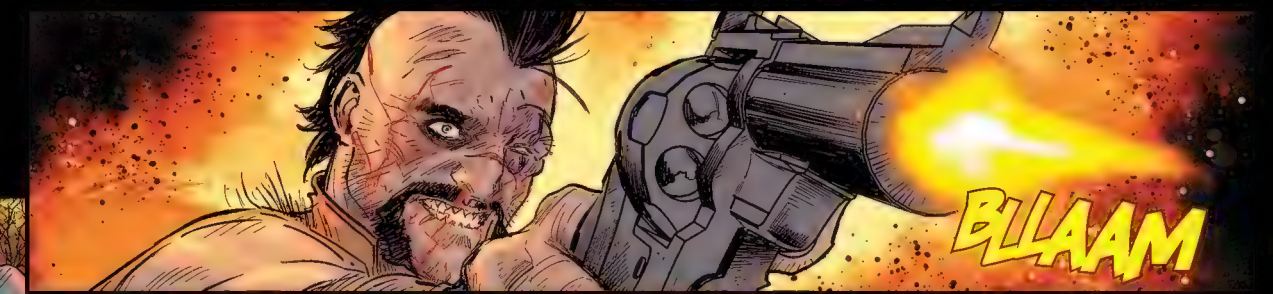
...or it's us!

Whu--?

Sssshhhhhh.

Don't speak. Not a word.

Watch.



BILLAAM



HARRY!!!

Oh god...
noooo!

What
did you
do?



What!

Did!

YOU!

DO?!



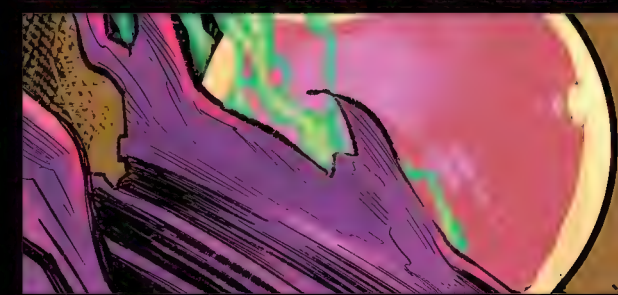
Well, this
is quite the
dilemma...

...isn't
it?

...
He
killed my
friend.



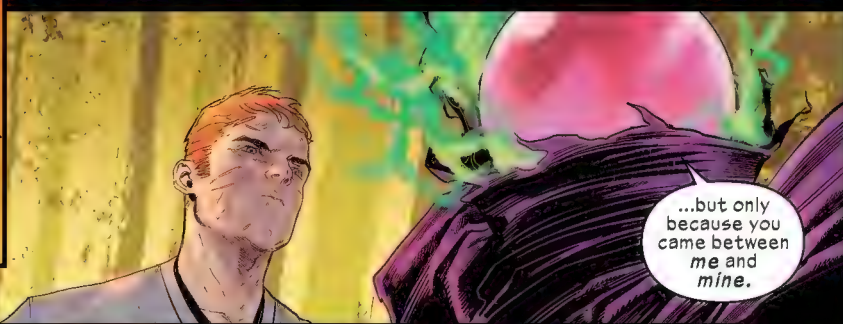
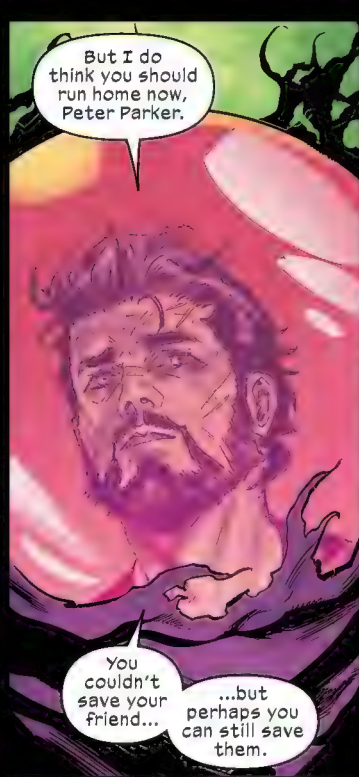
Not
hardly.



He's a killer.
And that's what
killers do.

So you have
to wonder--if he is
so good at it, what
makes you think your
loved ones are
safe?

Honestly,
what makes
you think they
are still alive
at all?





BLAMMMMM



NOW.

IN LOVING MEMORY
HARRY OSBORN

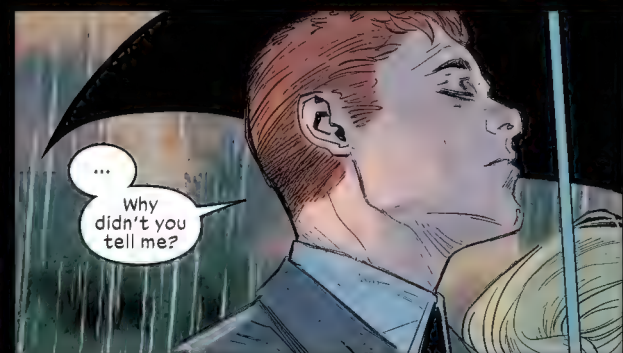
So...

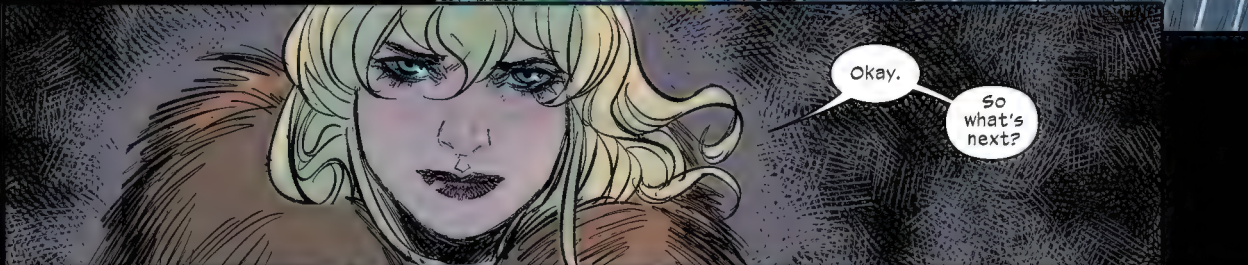
I'm
dead.

And the
Green Goblin is
not. Which must
mean...

I'm not
the Green
Goblin.

yes.





**NEXT ISSUE:
HARRY'S WAR.**



WRITER: **JONATHAN HICKMAN**
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COLOR ARTIST: **MATTHEW WILSON**
LETTERER: **VC's CORY PETIT**
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SPIDER-MAN CREATED BY **STAN LEE & STEVE DITKO**

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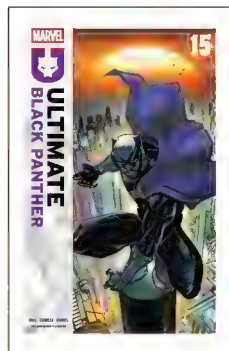
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ON SALE THIS MONTH



ULTIMATE BLACK PANTHER #15
BY **BRYAN HILL & STEFANO CASELLI**



ULTIMATE X-MEN #14
BY **PEACH MOMOKO**



ULTIMATES #11
BY **DENIZ CAMP & JUAN FRIGERI**



ULTIMATE WOLVERINE #4
BY **CHRIS CONDON & ALESSANDRO CAPPUCCIO**



15

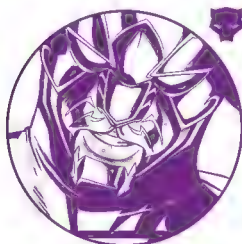
A diabolical genius known as **THE MAKER** created his ideal Earth by systematically preventing anyone from ever becoming a super hero. To rule his perfected Earth, he placed super villains in charge of different regions, and together, **THE MAKER'S COUNCIL** quietly orchestrated the history of the world.

KING T'CHALLA of the highly advanced, isolated **WAKANDA** thought he'd triumphed over the evils of the Maker's Council. But **RA** and **KHONSHU**, the overseers of the African continent, had unlocked a larger, more dangerous power by activating **VIBRANIUM**, the element upon which Wakanda was built.

Through his allies **STORM** and **KILLMONGER**, the **BLACK PANTHER** sought the aid of **INAN**, the **SORCERER SUPREME**, to understand the magical mysteries of vibranium. But in doing so, she unleashed an angry spirit called **THE PROGENITOR**, who attacked Wakanda and then escaped to Nigeria, where it possessed a Nigerian special-ops agent named **ADI**...

ULTIMATE BLACK PANTHER

CAST:



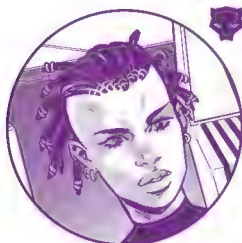
BLACK PANTHER
KING T'CHALLA



STORM
ORORO MUNROE



KILLMONGER
ERIK KILLMONGER



SHURI
WOMAN-AT-ARMS,
T'CHALLA'S SISTER



QUEEN OKOYE
HIGH MENTOR OF
THE DORA MILAJE



MATRON IMALA
SACRED MOTHER OF
THE VODU-KHAN

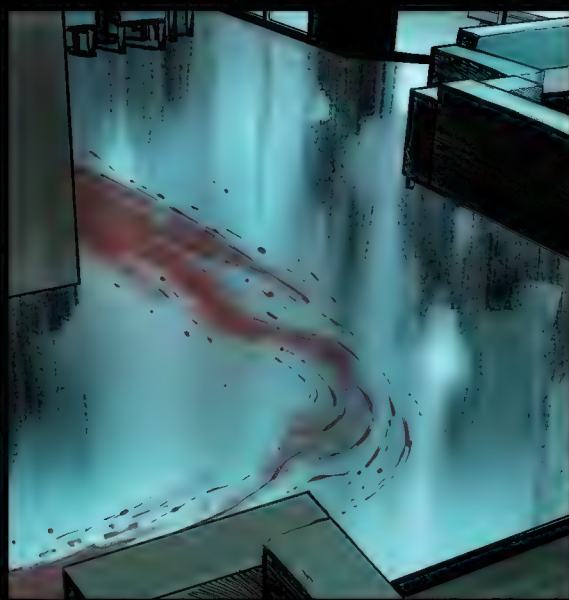
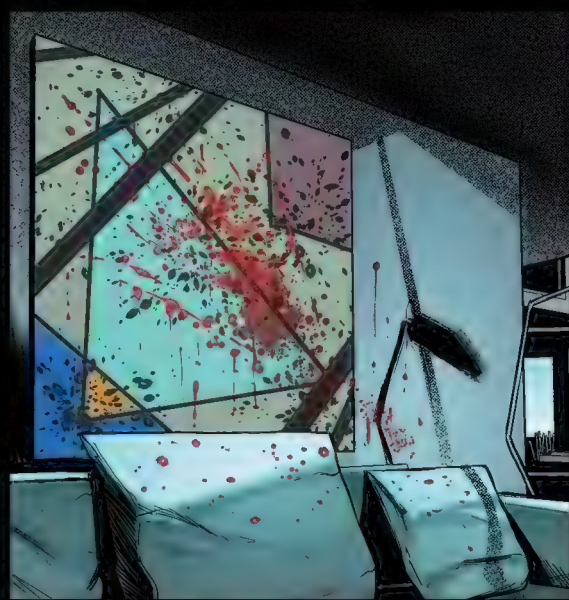
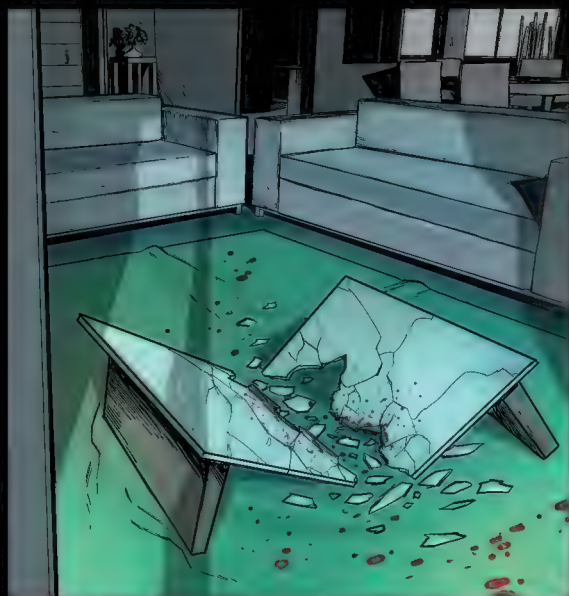


INAN
THE SORCERER
SUPREME

APRIL 2025

Abuja, Nigeria.









Who are you?



A complicated question.

This body is a glove.



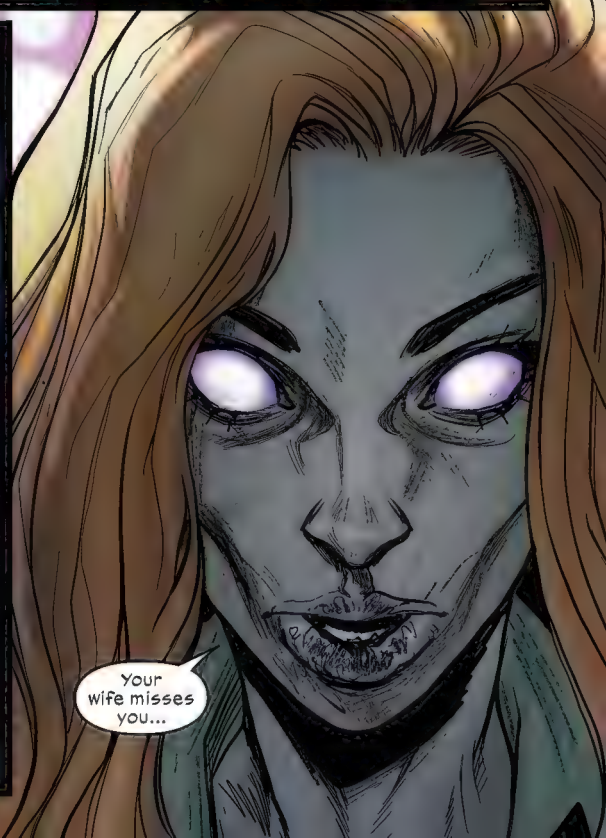
But I am the hand inside of it.

And you found our *gift*, Doctor.



And you want to use it to make things we do not approve of you creating.

You *rejected* the gift given to your ancestors. You want to *master* it. But you need to *serve* it.



Your wife misses you...

"...join
her."

AAAAHHH!!



Nigeria's Office of National Security.
The following night.

"Wakanda."

I don't
know what
that is.

Because
we have been
hidden.

In
isolation.

But
there is a
threat to both
of our nations,
Mr. Ola.

Tell your
woman to sit.
She makes me
nervous.

I am not
his woman,
bureaucrat, and
I can do more
than make you
nervous...



Nigeria is in danger. You have possession of an element that we call *dark vibranium*.

Base vibranium is a technological asset, but dark vibranium is something...different. Cataclysmic.

I need possession of the object to understand its properties.



So today, a man from a kingdom I have never known of comes to me and tells me to give him something I have never heard of.



A *king* from a kingdom. You have been given evidence of my legacy, Mr. Ola.



A king. Very well.

But I do not have this...dark vibranium.



You are a *liar*. And likely a fool.

A man named **Adi** came in contact with dark vibranium. He is now missing, along with a C.I.A. agent from the North American Union named Helen Forton.

And last night they killed one of your leading scientists.

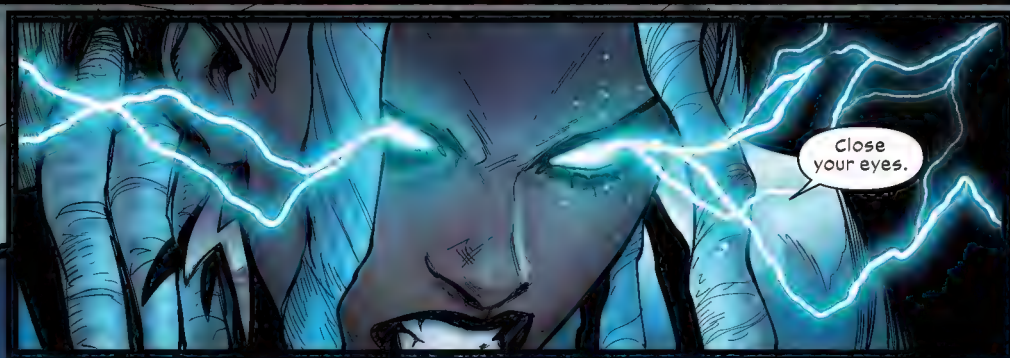
They know what you have in your possession. One of the oldest relics of dark vibranium in Africa. My ancestors built a kingdom with this element.

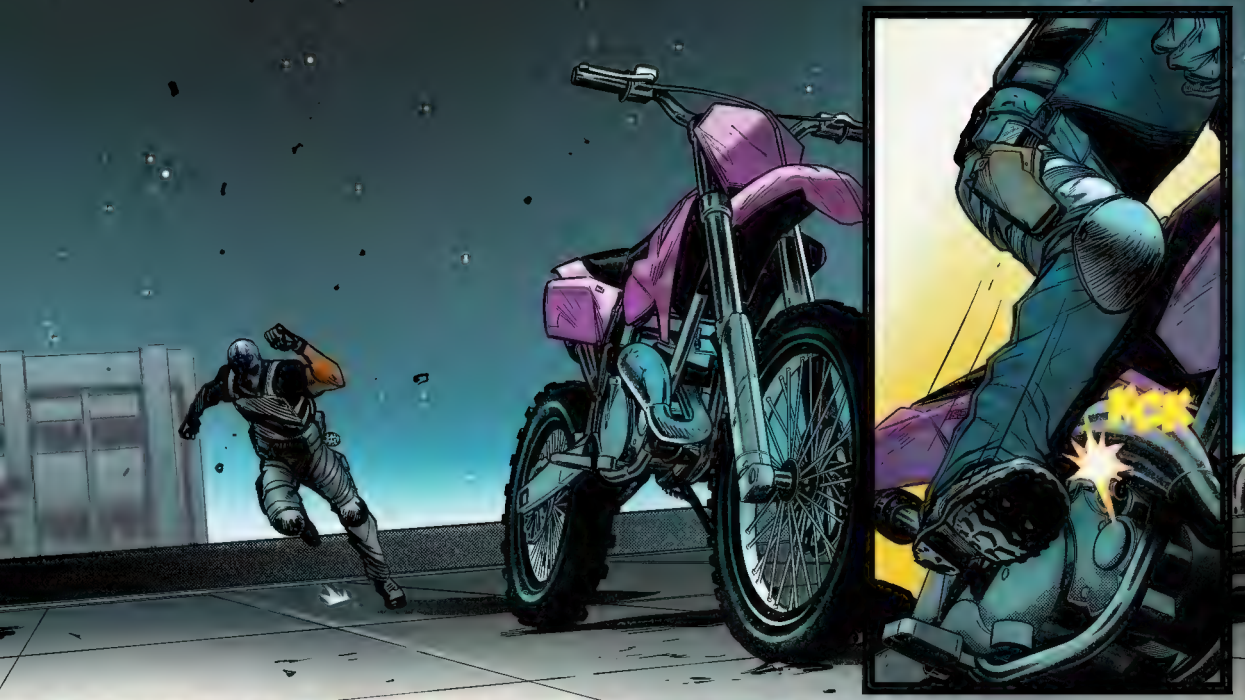
And I have seen the secrets it holds.

you need to give this object to me. Today.

No.

K-TAK



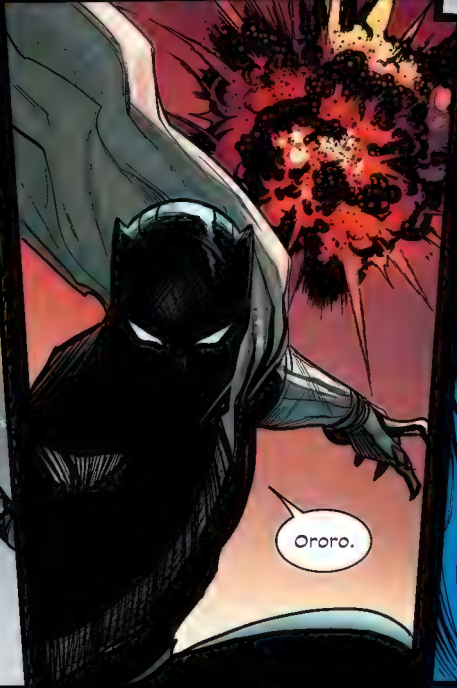
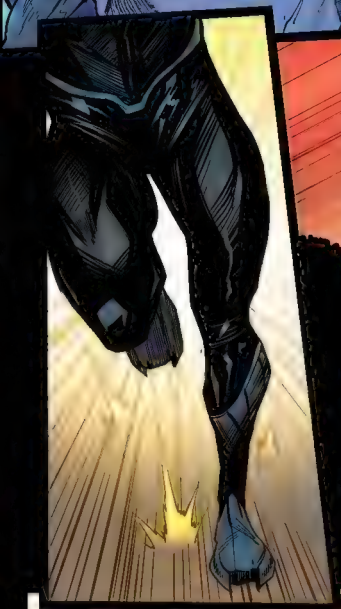
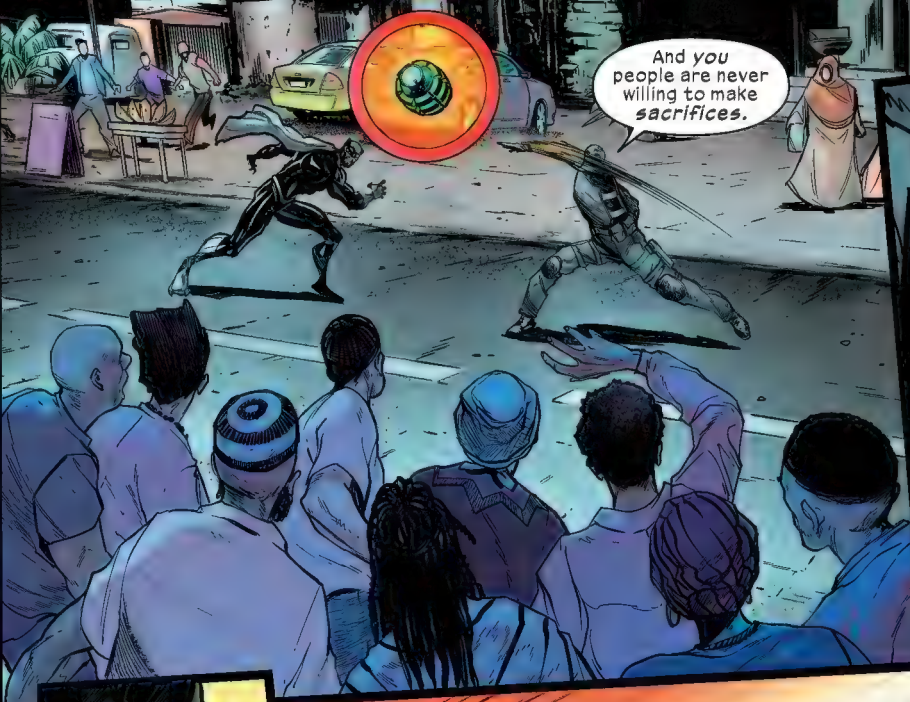


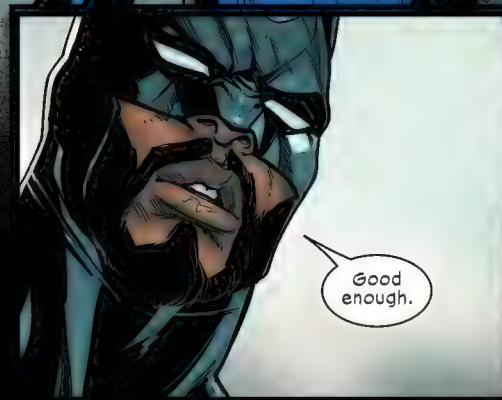


You people
always put so
much faith in
guns.













You are violent, arrogant and stupid.

Distinctly American.



We are not Americans. And you killed Ola. Why?



Because he sells our nation to the Central Intelligence Agency.

And my brother is dead because of him.

Adi.



Adi is your brother.



Whoever you are, you cannot understand what is happening.

Let me try.



Nigerian
authorities
discovered
an element
of great
power.

Your
brother went
missing because
he was sent to
retrieve it.

The Americans
want to claim it for
their own purpose, and
none of them know
how dangerous
it is.



Fair
enough.
You *do*
understand.
So who are
you?



I am
T'Challa, king
of Wakanda
and the Black
Panther.

I am Ororo.
I control the
weather.



Then
you are
definitely not
Americans.



You
were going
to kill innocent
people just to
escape.



I knew you'd protect them. It was supposed to buy me time.

You knew. Really.

I don't believe you.



He is dressed like an angry cat. Either you are insane or you're trying to symbolize something. Something heroic.

So help me stop them, symbol.

I know my brother is dead. Changed by it. Him and the American woman.

And I know what they are now seeking to find.



They want to find more dark vibranium relics.

There is a consciousness inside of the element. I have felt it. Had my mind gripped by it. Your brother is not in control of himself.

They do not seek relics. They seek what we found.

An affront to God herself.

It is not a relic, T'Challa. What has been found...

"...is a
gateway."



TO BE CONTINUED...



WRITER: **BRYAN HILL**
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BY PEACH MOMOKO



ULTIMATES #11

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ULTIMATE WOLVERINE #4

BY CHRIS CONDON
& ALESSANDRO CAPPUCCIO



14

.....

A diabolical genius known as **THE MAKER** used time travel to create his ideal Earth by systematically preventing anyone from ever becoming a super hero—except for those on his secret **MAKER'S COUNCIL**, whom he stationed to rule over different regions of the world.

HI NO KUNI ("LAND OF THE SUN") became one of two hotbeds for mutant activity, but civilians were unaware until social media exploded with the story of **CHILDREN OF THE ATOM**, a cult for mutant youth led by a zealot called **MAESTER**. The media scandal drove the cult underground, but what the public doesn't know is that Maester answers to **VIPER**, a member of the Maker's Council.

SHINOBU KAGEYAMA (SHADOW KING) seems to be at the center of the cult's plans, including their human experiments. By preying on the guilt of **HISAKO ICHIKI (ARMOR)**, Kageyama pulled Hisako into his world of shadows, where she battled her friends. But on the outside, the friends work to solve the disappearance of their friend **NATSU TSUKISHIMA**, an unwilling member of the cult...

ULTIMATE X-MEN

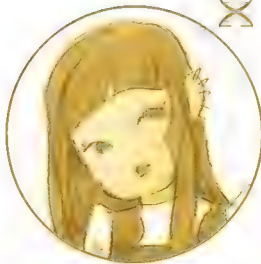
CAST:



HISAKO ICHIKI
ARMOR



MEI IGARASHI
MAYSTORM



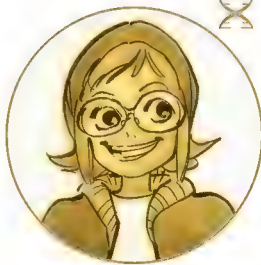
NICO MINORU
FLEDGLING PSYCHIC



MORI
NICO'S FRIEND



NATSU TSUKISHIMA
NICO'S FRIEND



YUKIO
STREAMER



SHINOBU KAGEYAMA
SHADOW KING



NORIKO ASHIDA
SURGE, MEMBER
OF THE CHILDREN
OF THE ATOM



VIPER
ONE OF THE
MAKER'S COUNCIL



MAESTER
CHILDREN OF
THE ATOM LEADER

APRIL 2025



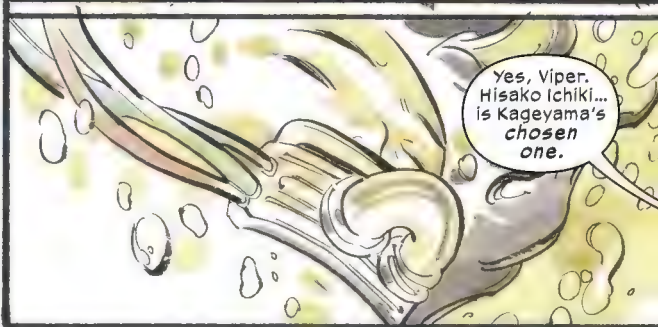
Fascinating. Hisako's emotions are intensifying on the astral plane, proportionately amplifying her powers.

Or was this latent force there all along?

Perhaps that explains Kageyama's fascination with her.



You are certain these mutants are the solution for the MY-X project?



Yes, Viper. Hisako Ichiki... is Kageyama's chosen one.



You have had two weeks, Fujiwara.

No. Kageyama synced with her long before that...

Indeed. How are their EEGs?

Off the charts. If I push them further than this, we will lose them.

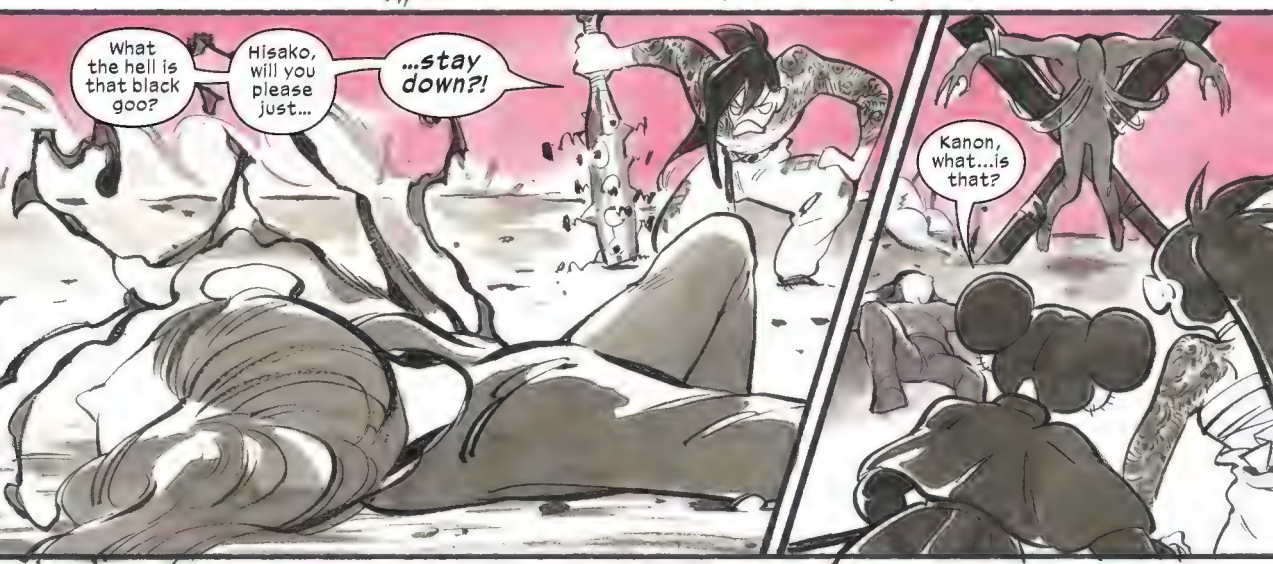


Push them as far as you can. We need them alive. We do *not* need them unbroken. Ensure your experiments succeed, but beware...

MY-X is the culmination of our goals.



If they die, Fujiwara-- or should I say, Maester--so do you.





R

P

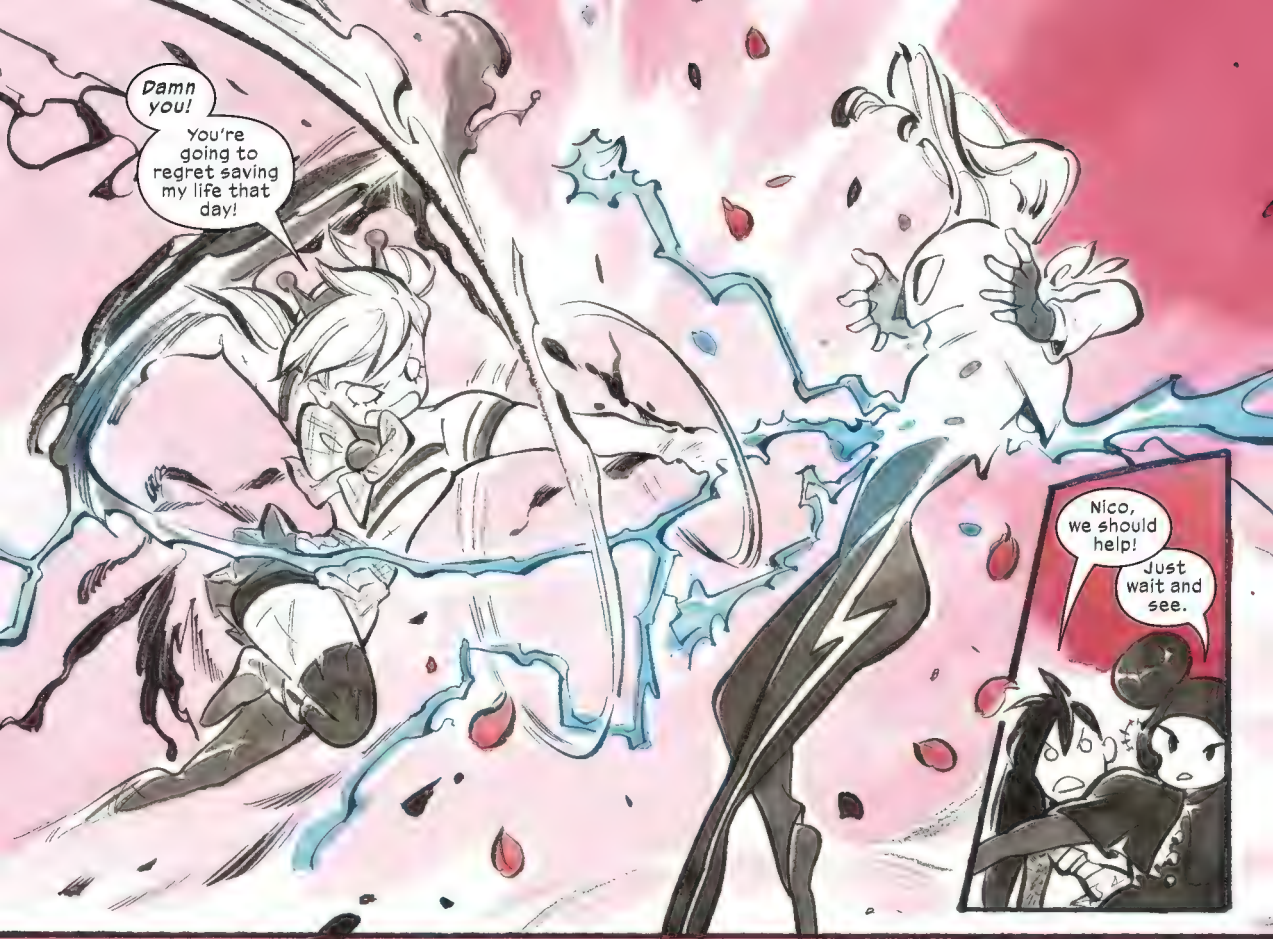
... Noriko.

Heya,
Maystorm.
Ready
for round
two?

A friend
of yours,
Mei?

That's
Surge. It's...
personal.
She's
mine.







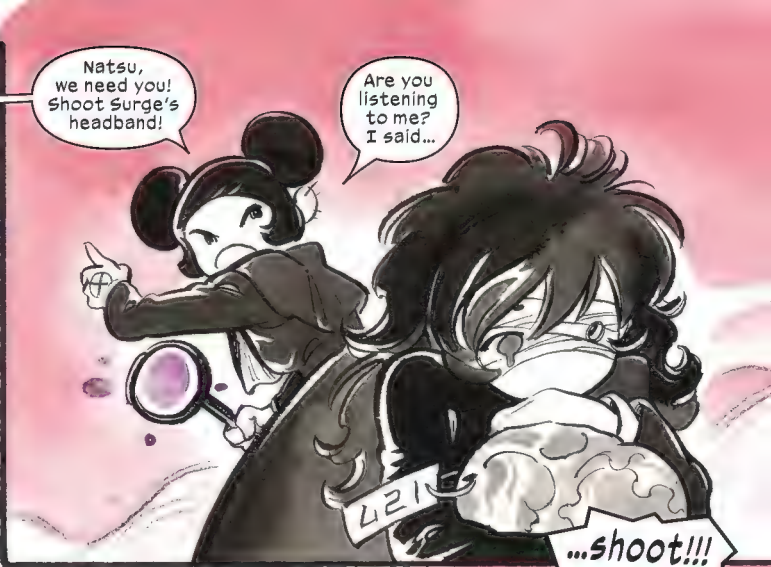
See? It's
Maystorm's
Hanafubuki
attack!!!

Aaaaand
HANAFUBUKI!!!!





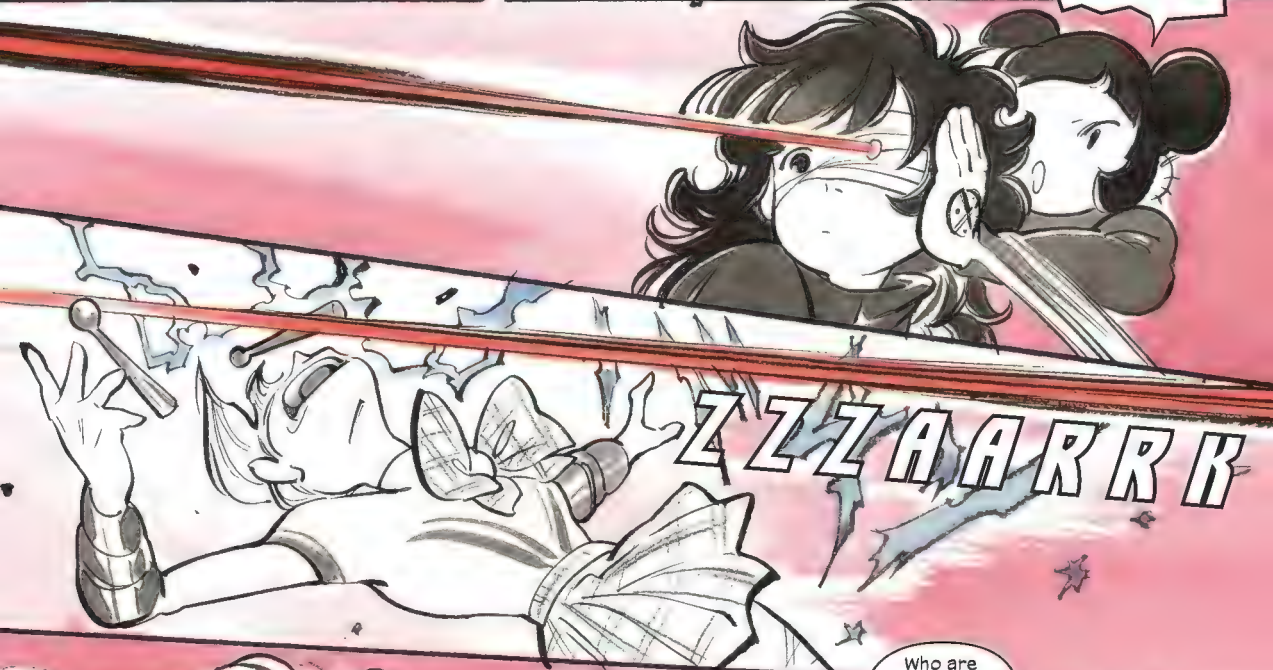
There! Those condensers!



Natsu, we need you! Shoot Surge's headband!

Are you listening to me? I said...

...shoot!!!



ZZZAARRK

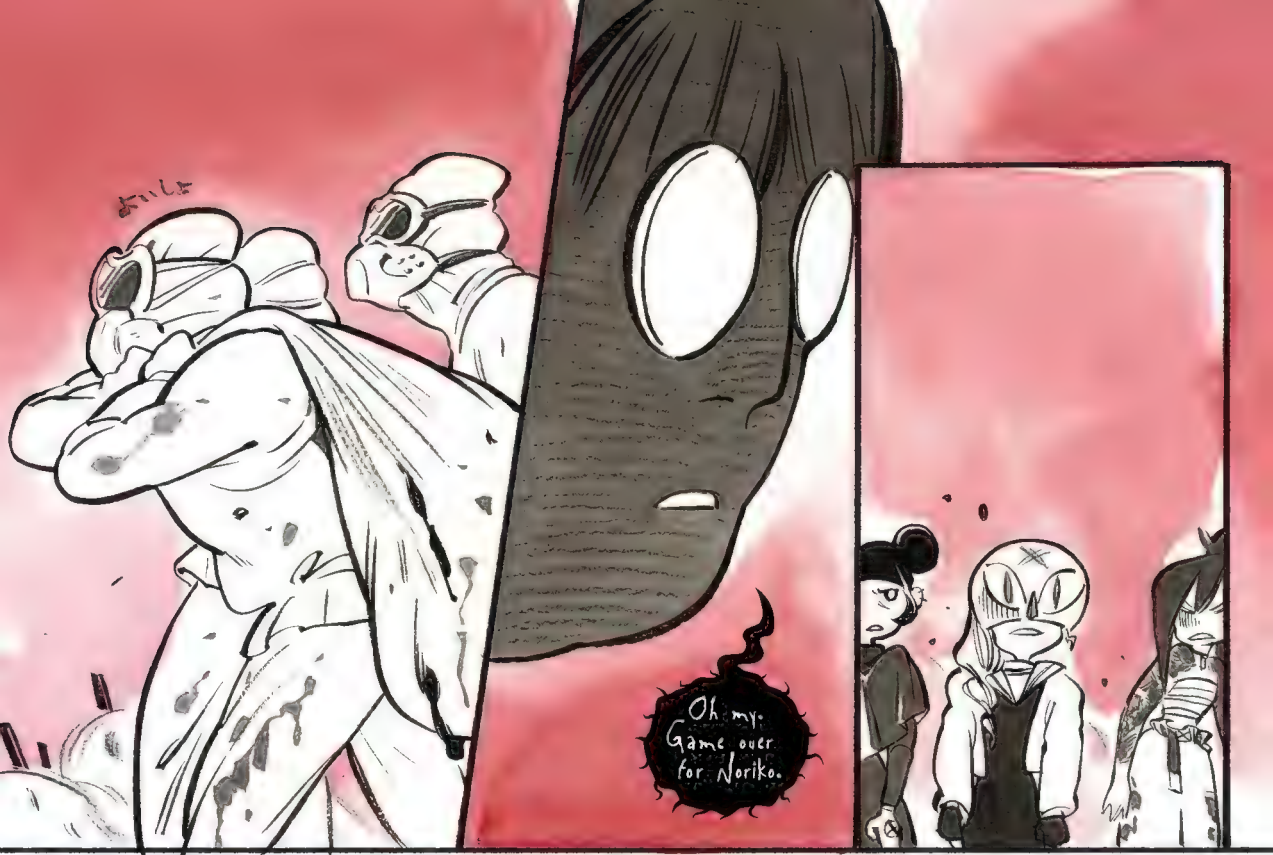


Who are those guys?! Where did they come from?



!!!???

Oh my god! No!!!





You say you want to free the mutants, yet you hide your name. Hide your face.

Cowering behind masks.



The same masks sent as a message of hate-- to tell us we should be ashamed of who we are.



That's right. These masks are symbols of mutant hate.

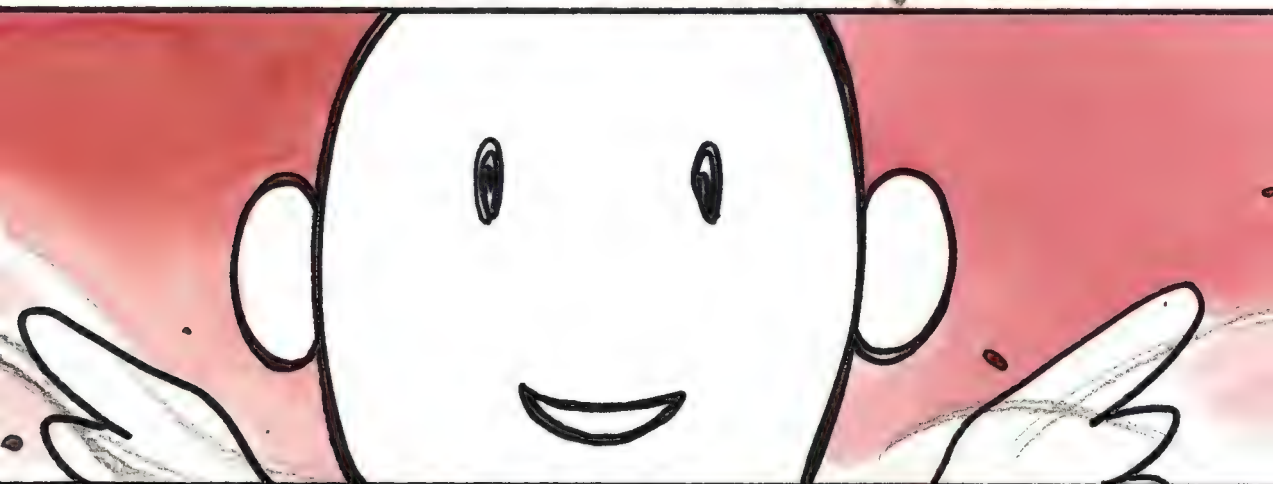
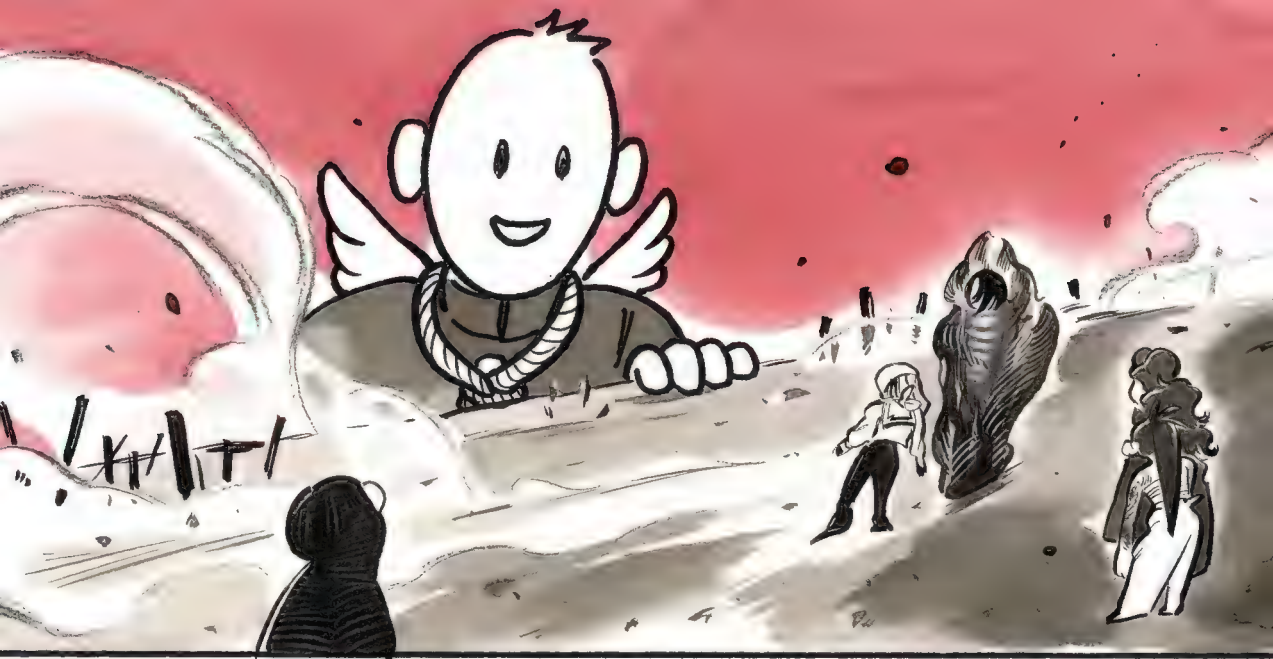
But I am not hiding. I am not ashamed. To everyone who hates us...I will prove them wrong. And I'll thank them. Because they created who I am today!

We are the X-Men!!!

Did you forget, Hi-chan? You're an X-Man too.



Hisako. I bet you thought Mei sounded stupid, didn't you?



Thanks
for using the
omamori,
Hisako.

KIRIGAYA MINAMI
MIDDLE SCHOOL.
2nd YEAR. SPRING.

Do I
like it?

Of course
I do! It's
so cute!

I'm
glad.

It's not
an ordinary
omamori. It's
special.

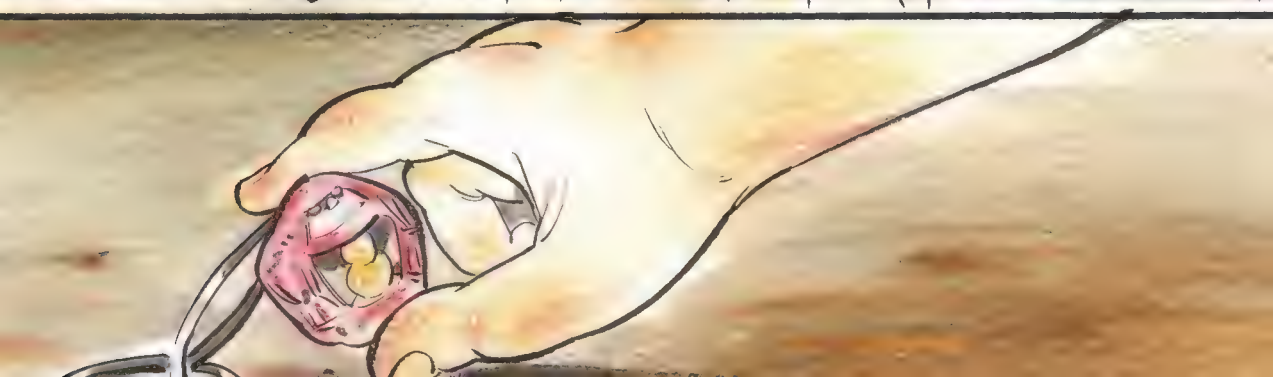
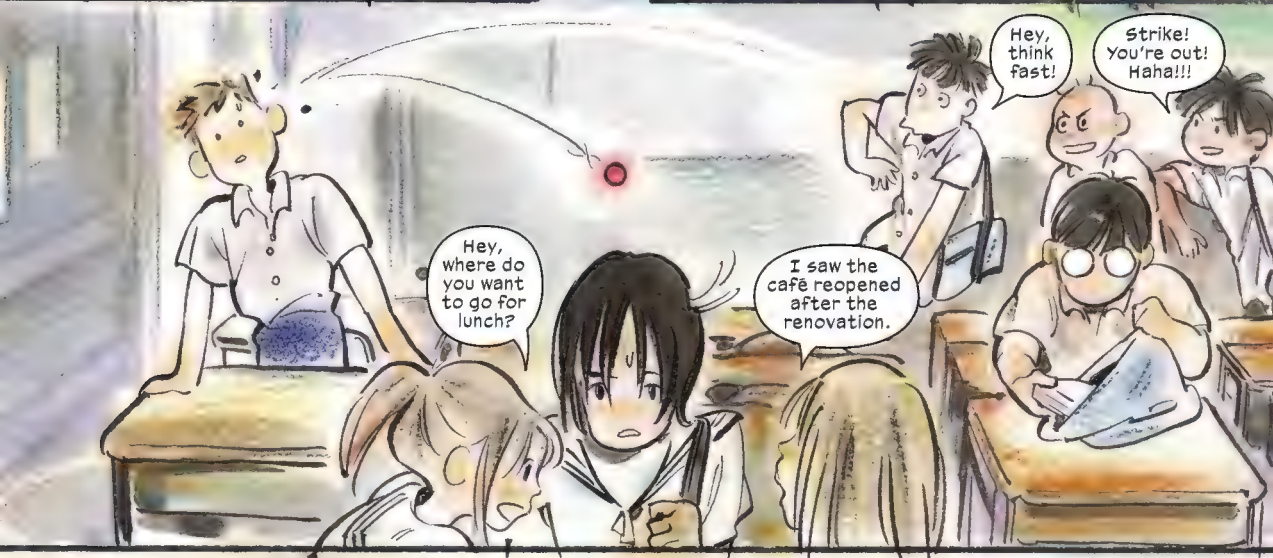
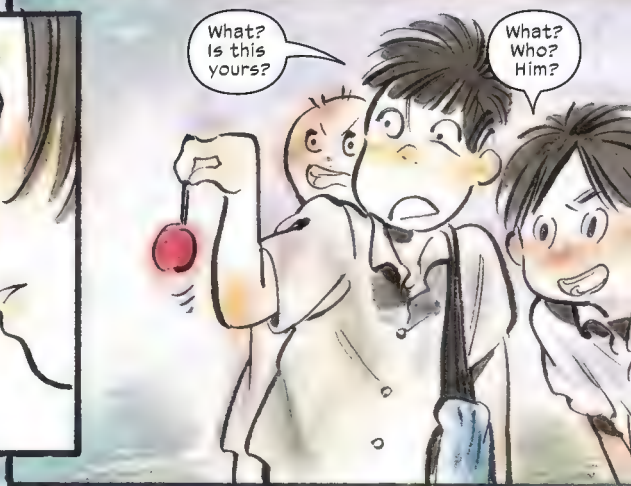
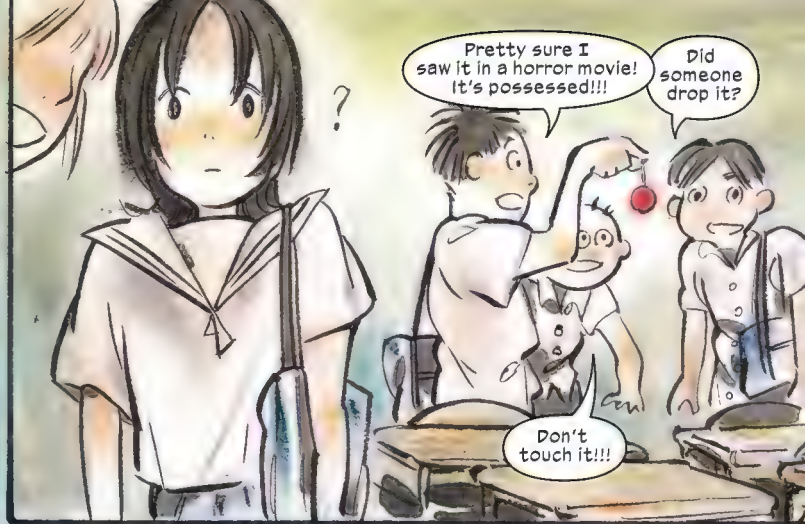
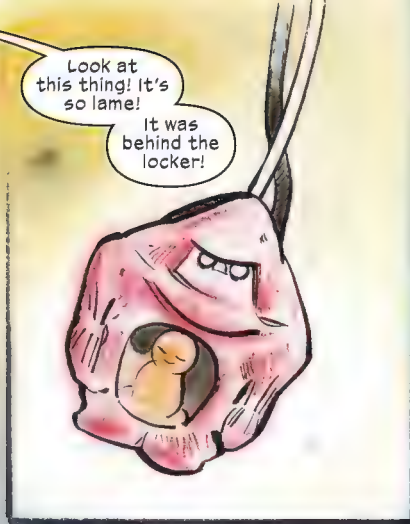
THREE MONTHS LATER.
SUMMER.

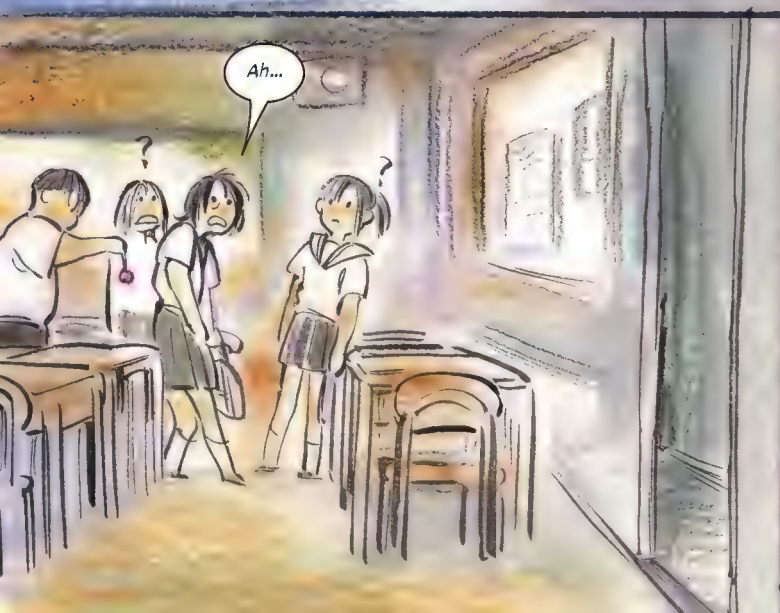
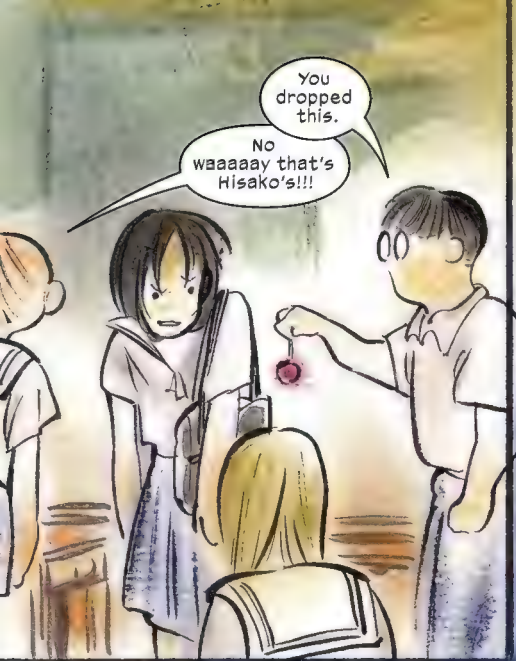
Tsubasa!
I'm soooooo
sorry!!!

I lost
that omamori
you gave me.

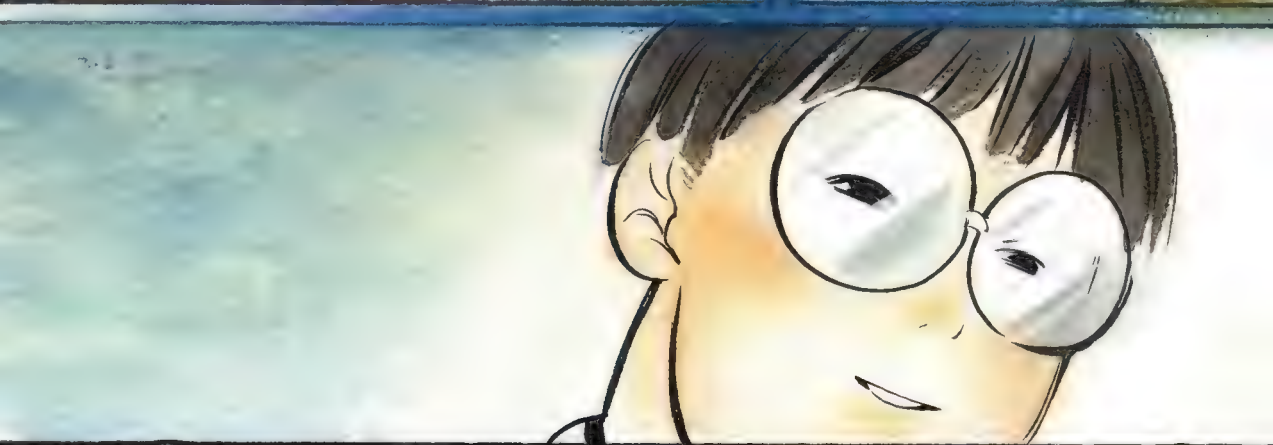
It fell
off my pencil
case. I've looked
everywhere, but
I can't find
it...

Don't
worry
about
it!



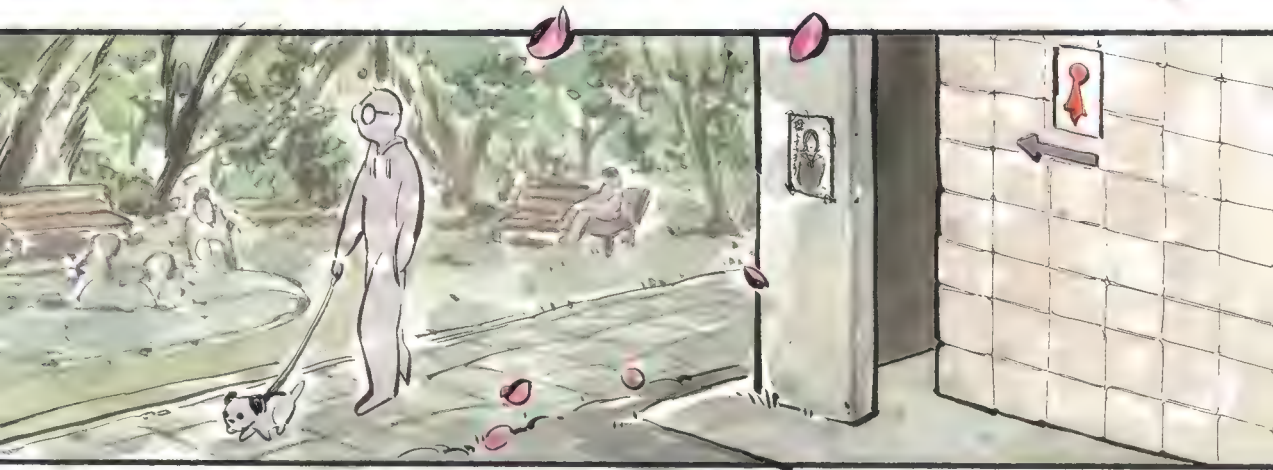
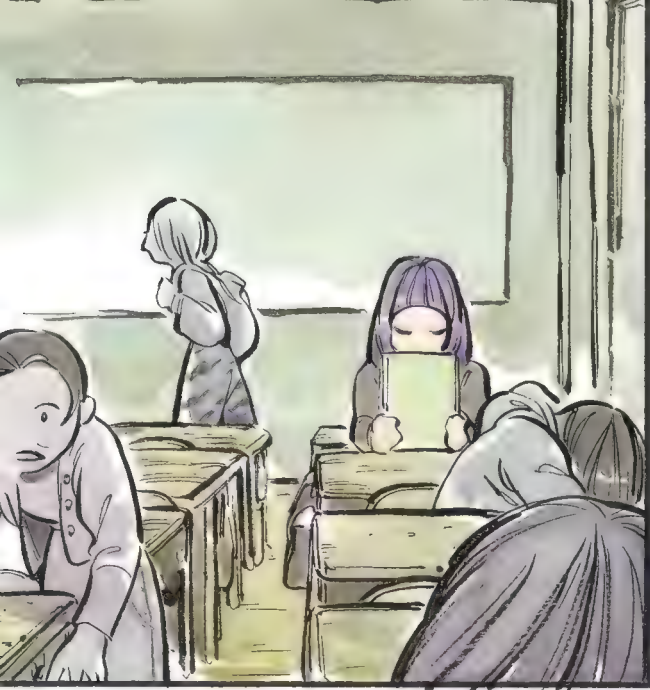






IRODORI HIGH SCHOOL.
FIRST DAY OF THE NEW
SCHOOL YEAR. NOW.







You're finally here, Yukio! This is serious!!!

I got here as fast as I could. I had to ditch work.



When I got here, the door was open. I thought you were home, and...



Did you call the cops?

I was going to, but I thought you might want to film it first?

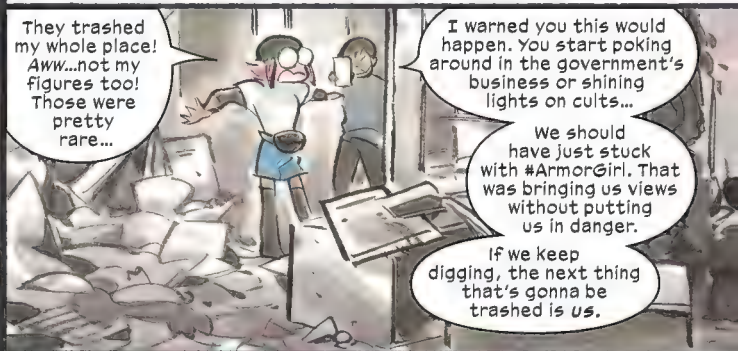
You know me too well.



Let's get rolling.

Way ahead of you, boss.

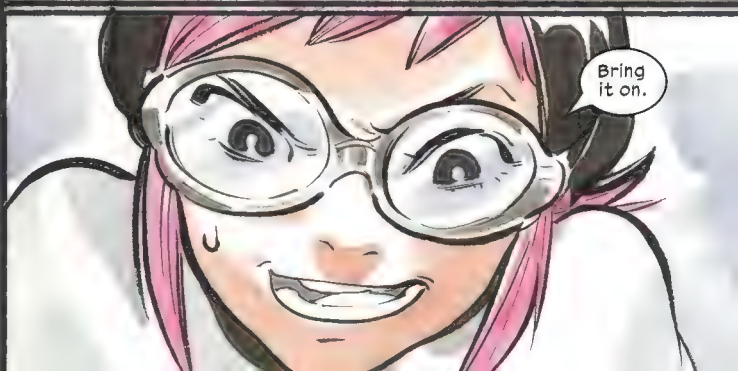
They trashed my whole place! Aww...not my figures too! Those were pretty rare...



I warned you this would happen. You start poking around in the government's business or shining lights on cults...

We should have just stuck with #ArmorGirl. That was bringing us views without putting us in danger.

If we keep digging, the next thing that's gonna be trashed is us.



Bring it on.

The Children of the Atom are attacking people again.

They keep saying the world is ending but keep acting like they're the ones trying to bring it about.

I think they want the world to end.

They're the reason everyone hates mutants.

We need people to know that we're not all the same.

What about Maester? He's a liar.

...Did you guys remember to check the list for any new Atom kids?

And did you tag your territory?

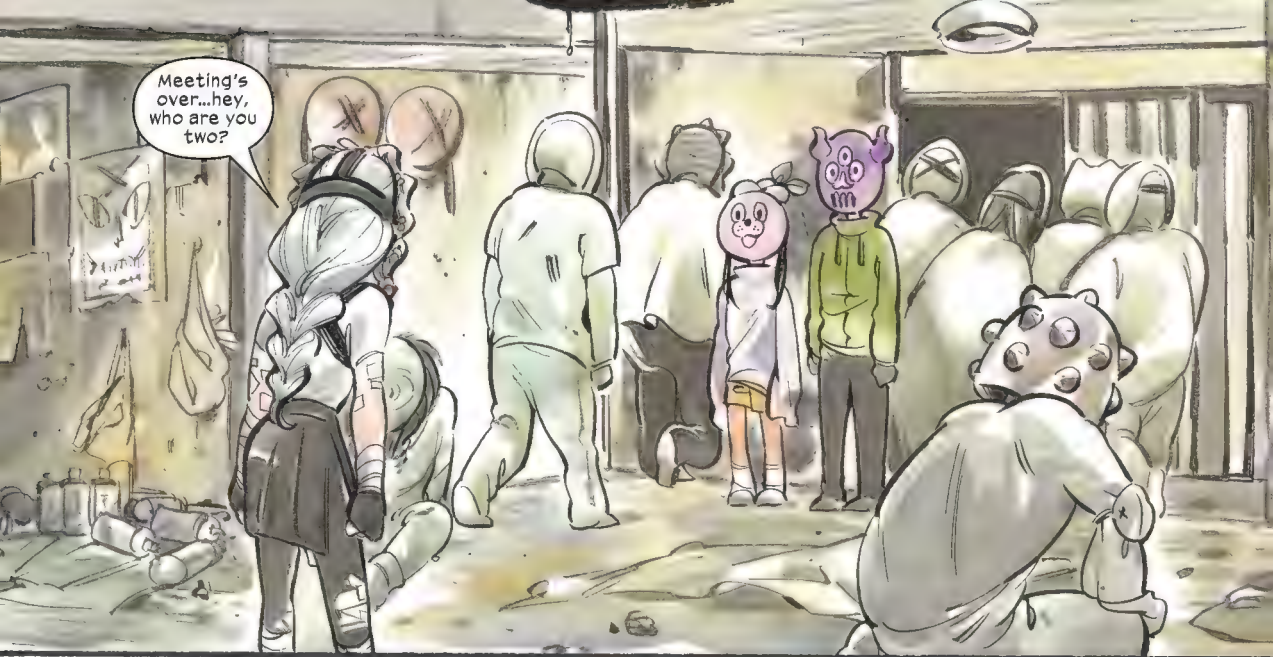
Let's call it X District!

Did you see? Our masks were on TV!!

Nico, is that Mei?

Shhhhh, Mori...

Do you think Natsu is here too...?



Meeting's over...hey, who are you two?

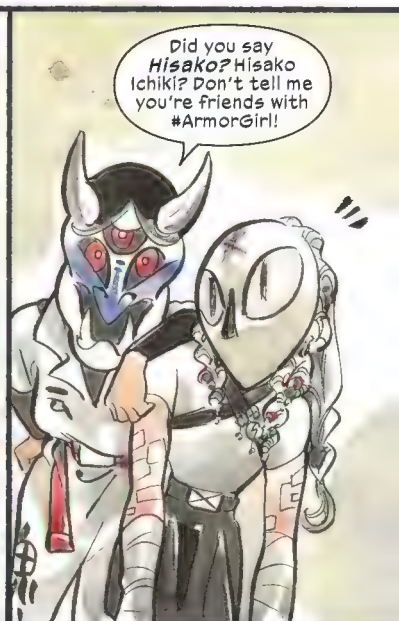
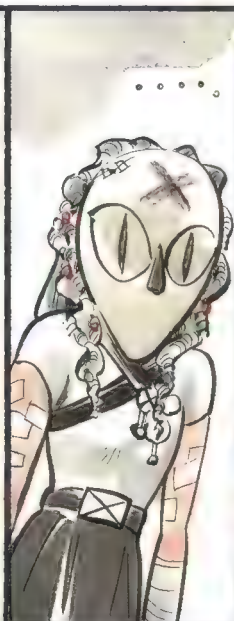


You must be new. I haven't seen you here before. You'll need to be marked with an X.

Somewhere it can be seen.

Mei...I know that's you. We've been looking for Natsu and Hisako.

You're looking for them too, aren't you?



Did you say **Hisako**? Hisako Ichiki? Don't tell me you're friends with #ArmorGirl!



Mei, in my grandmother's notebook... there's more after the Testament of X.

She wrote about something called the **astral plane**. It's not clear... I don't think she had all the information.

The Children of the Atom think that will somehow be the key to true superiority.



Remember that eye-shaped swirl we saw in the sky during Jugoya Matsuri? We've seen it a couple time since then?

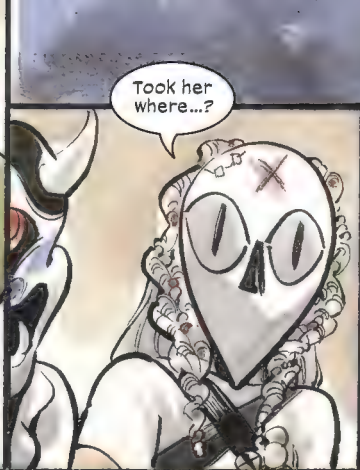
Since Hisako disappeared... the eye has been gone as well.



Hey! I saw that too!! That...swirly thing! What does that have to do with anything?!

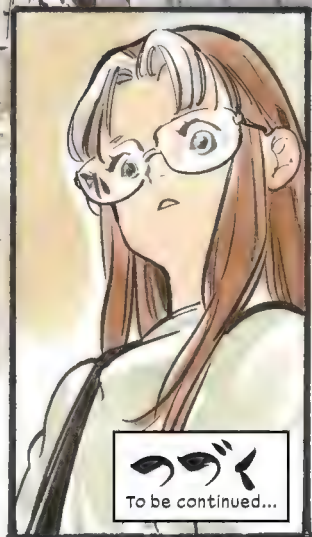
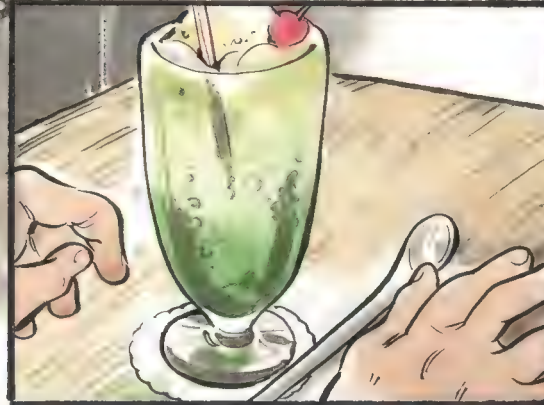
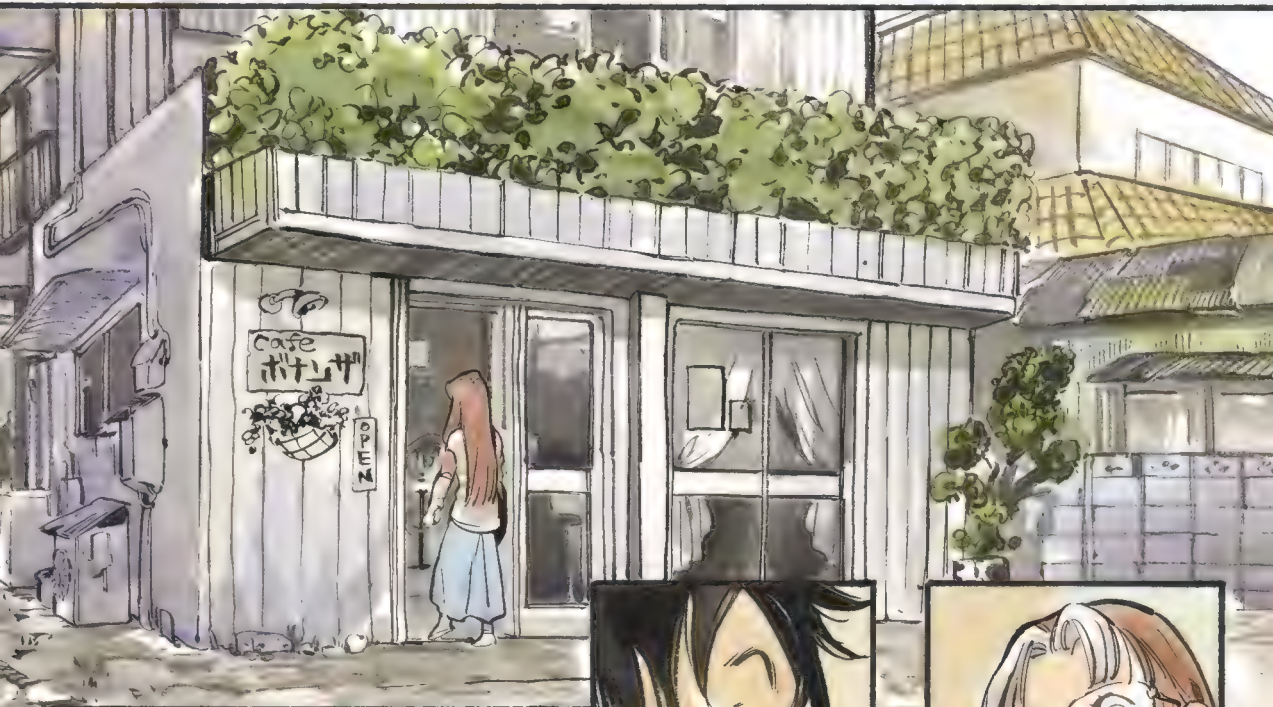


Can't you see
what is so painfully
obvious?
That eye was
Kageyama. His shadow
took her!



Took her
where...?

To whatever...
wherever this
astral plane from my
grandmother's
notebook is.




To be continued...



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SCRIPT ADAPTATION: **ZACK DAVISSON**

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CHARACTER THEME SONGS

#19

久美子 → "Jibun" by Misako Odani
 芽 → "HEIWA no kane"
 山 → "=0" by chirinuruwowaka
 カン → "Go!Go!7188" 全般

Hisako Ichiki: "Jibun" by Misako Odani

Mei Igarashi: "HEIWA no kane"

Shinobu Kageyama: "=0" by chirinuruwowaka

Kanon Sainouchi: All songs by GO!GO!7188



- 198 / 節

44

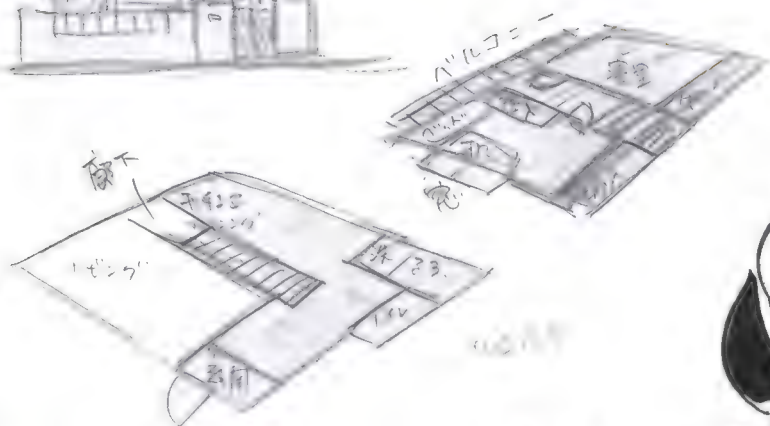
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鬼ヶ山の家



KAGEYAMA'S HOUSE



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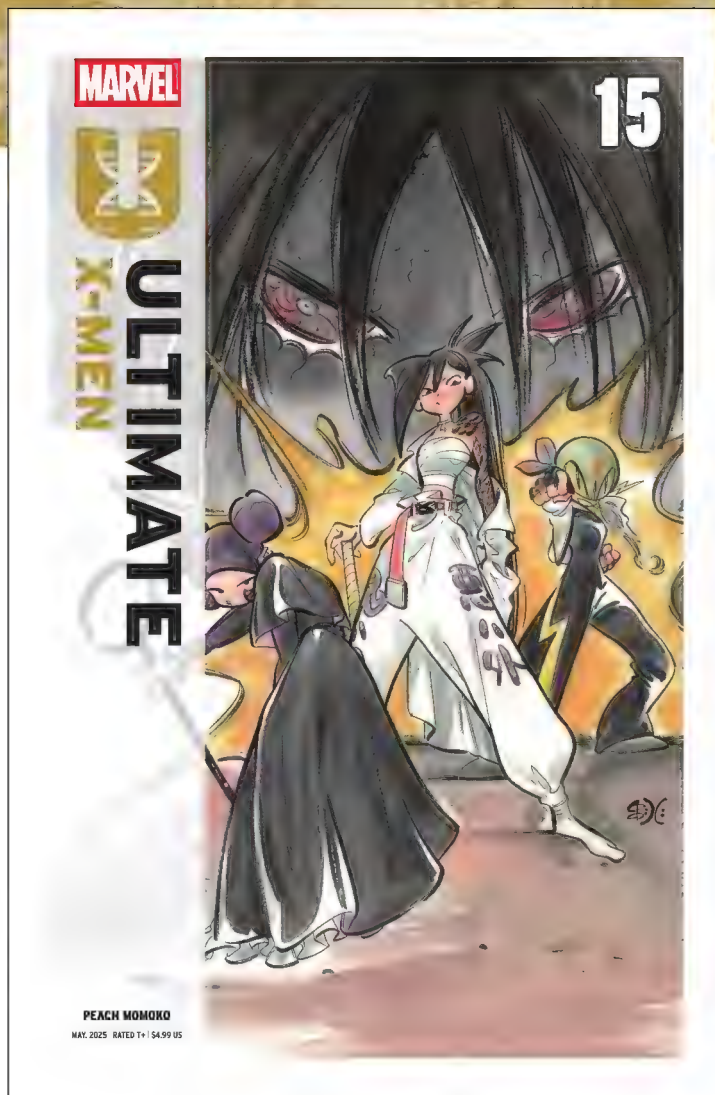


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NEXT



ON SALE IN **MAY**

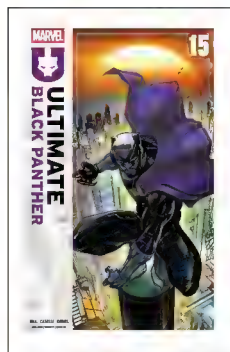
WE WANT TO HEAR FROM YOU!
EMAIL US AT ULTIMATEOFFICE@MARVEL.COM
AND MARK YOUR LETTERS "OKAY TO PRINT"!

ON SALE THIS MONTH



ULTIMATE SPIDER-MAN #16

BY **JONATHAN HICKMAN**
& **MARCO CHECCHETTO**



ULTIMATE BLACK PANTHER #15

BY **BRYAN HILL**
& **STEFANO CASELLI**



ULTIMATES #11

BY **DENIZ CAMP** & **JUAN FRIGERI**



ULTIMATE WOLVERINE #4

BY **CHRIS CONDON**
& **ALESSANDRO CAPPUCCIO**



11

A diabolical genius known as **THE MAKER** used time travel to create his ideal Earth by systematically preventing anyone from ever becoming a super hero and by establishing a secret council of super villains, **THE MAKER'S COUNCIL**, that rules the world from the shadows.

But now the Maker is gone, locked away for the next eight months by inventor **HOWARD STARK**. Howard's teenage son, **TONY**, took on the codename **IRON LAD** and began recruiting a network of heroes to fight back against the Maker's Council and prepare for the Maker's return.

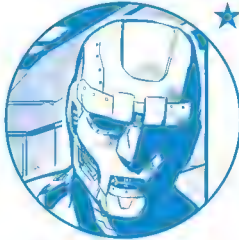
The first of these heroes was the God of Thunder **THOR**, who had been imprisoned while his brother **LOKI**, God of Mischief, ruled over the Nine Realms. But when Thor and **SIF**, Thor's former jailer turned comrade, learned how the Maker placed this villainous usurper on the throne, they returned to Asgard to foment rebellion...

THE ULTIMATES

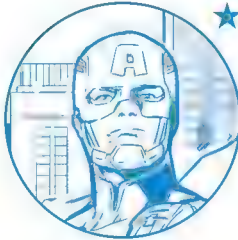
CAST:



IRON LAD
TONY STARK



DOOM
REED RICHARDS



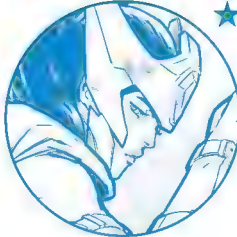
CAPTAIN AMERICA
STEVE ROGERS



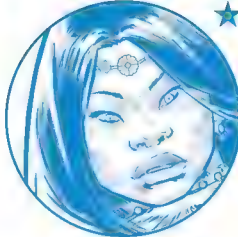
HAWKEYE
CHARLI RAMSEY



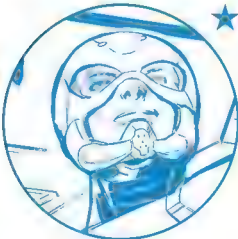
THOR
GOD OF THUNDER



SIF
WARRIOR GODDESS



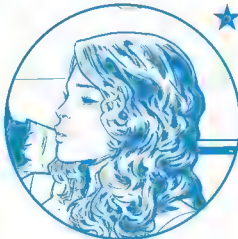
SHE-HULK
LEJORI JOENA ZAKARIA



GIANT-MAN
HANK PYM



WASP
JANET VAN DYNE



AMERICA CHAVEZ
COSMIC POWERHOUSE



THE HUMAN TORCH
JIM HAMMOND

APRIL 2025

To cave-Kingdom Nidavellir they came,
lightning-leaping world to world
Brace of God-Things, Celestial-Exiles
Divine Insurgents, "Big Ideas," primal forces--
pre-urban legends, their existence outlawed
by Universe's new regime

There was **Thor**, Thunder-Lord,
Hammer-holder, lightning-tongued,
head encompassing every storm.



And by his side, sharp-tipped Sif,
sword-goddess, warden, war-woman,
whose fleet feet forever failed to meet
the floor



Nidavellir means *fields below*
Home of Dwarves and divine Industry

Once a race of carefree craftsmen
All bosses, artisans, solitary self-starters
Now reworked into overworked factory workers.

Poor, pathetic paycheck-collectors,
Uneasy employees

Each with one job, forever
All assembled in a line.

Sticking to shadows
Sif spots **Brokk** and **Eitri**
Bickering Bulder-Brothers, Mjolnir-makers,
wonder-workers
And puts in a **special order**:

"Two cloaks to render movements mysterious,
invisible, to hide comings and goings
from even All-Seeing eyes."

Brokk and Eitri, longtime Loki-Loathers, agree
But not for free
They demand a fee
They say times are hard in stone
("this debt-concept is really heavy")
The price is steep but fair
So Sif and Thor go and snare
A bird made of Air
And a bear with flowing maiden's hair
And the night-sky constellation called
"The Little Heir"

Plus,
when all is
said and done,
Loki Lyesmith's
head.

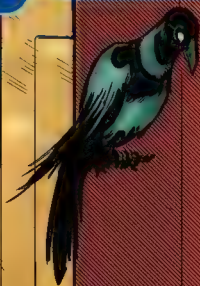
This time,
we'll throw
in his neck
for free.

And if you say to me, "false, dismissed
No such things exist"
I'll reply
"Now you know **WHY**
Because Thor and Sif resist."

The cloaks were crucial
for **He** had spies
and eyes,
of all color, shape and size.

The fox, the empty box, the infectious pox
all tell-all to **Loki**,
Unfair King of Asgard
Supreme Commander of Skies
Thin-Lipped Lord of Lies.

Formerly fast wit, somewhat slower
mind's edge dulled
Puppet-god, puppet-fraud,
nowadays numbskulled



~Buurrrppp!~

Every night gets drunk
on dwarf-made poets-mead,
easy-breathing epic into being
Inventing flawless rhyme and meter
on the fly,
Holding court
Everyone cheering, terrified.

Too much of a bad thing, a tired bit
In other words, full of his own

At his right side
Odin's severed head,
stinking, saintly, speared,
Shouting nonsense, portents, nightmare
Preserved from germs
with herbs and verbs

At his left
dewy **Idunn**, youth-in-chains
basket of overflowing immortal apples and
something new, **broken**
in baby-face





Looking down she saw
At foot of All-Father's throne
throng of **ancients**--
Unfavored Immortals
Looking every day their age
Begging for another bite of life.

Some were enemies
Others allies
Loki's favor being fickle
Most cruel,
quixotic of the gods

On scene, unseen,
Thor and Elf survey the field
Feeling angry, omni-impotent
Gods full of useless wrath.
"What's been done here is obscene!"
"How could we all just yield?"

Frost Giants everywhere
Ice-army occupying Asgard

The dead His dread policemen
On loan from daughter-Queen Hela
Who had plenty of people
Happy to help

In exchange her assistance bought
That haughty hall Valhalla.
A prize, for Hela,
long sought



It was the same story everywhere.
Especially here, the **origin** of stories.
Alfheim, land of Light Elves
Source of creativity, divine inspiration.

Long ago, they made the transition
From art to content
(Which are the same--
That's an official position)

Censors in place.
Backed by black-and-white bosses
Icy efficiency, small-souled purposes
Noted to death
A lot of uninspired perspiration
Like smokers' vessels, a narrowing
Of what is possible

To think
To want
To dream



Next came Vanaheim
Fields of fertile lifelords
The Vanir, dirt forever under fingernails
Gods of harvest, hearth, birth

Thor and Sif came recruiting, constituting
gods' own guerrilla army
To lay low Loki Laufeyson,
And free nine worlds, one by one.

But the Vanir weren't so receptive
"Not to say that Loki is right, not me--"
"No, of course not, but we--"
"He's mostly left us alone, you see--"
"It's not our fight--we're free"



"Not much has changed for us
Since the beginning of time.
We still plant the trees
And pollinate with bees
And sometimes we become the breeze"

"Plus, it's not just a rumor
a lot of us can see the future
Like a story passed down the other way
And we gotta tell ya, trust us
It's better to obey."

Thor and Sif united, slighted
call them names: short-sighted,
unenlightened, fight-frightened
Sacred cowards, or worse, collaborators
Craven, uncultured cultivators

But it did no good
Convinced no one they should
Join the righteous cause
"It's safer to just follow the laws"



So the Vanir retreat, leave
back to leaves, loam,
gradual green grasses
Whizzing through wheat as wind
Expressed, once more, primarily,
through the fornication of fruit flies...
The formations of finches...
In figs ripening,
rising like welts...

As so often before
Thor and Sif are then alone
Instead of stony cell their surroundings,
It is endless, singing, stinging
Springing spring

Duty had driven them
Given them
Given them everything,
For golden, gleaming Asgard

Never needed to be spoken
To be understood
Stood beneath
That duty to a corrupted thing
Their hands running over
The sad curves of their faith

They worshipped each other
there, beneath the hanging bows of ash
He kneeling before her like a temple
A supplicant
Making offerings

They united, intertwined
Like serpents,
Encircling the world.

When she wakes
Hours,
Days
Centuries later
Elf, sated, seated,
For reasons unknown
finds herself alone
the songs of cicadas
The lush murmur of
green things grown
her only company

Finally, Thor returns,
Covered in burns
One hand just cinders
Sulfur-stinking
Somehow shrinking
Unable to meet her eye.

"What have you done?"
She asks, not wanting an answer.
And god provides

Then they're back to Old ways
Like always
Leaving important things unsaid.
All business instead
They still had to make
Dread war on the dead



A dynamic comic book illustration of Thor in his classic red and blue armor, wielding Mjolnir. He is in the middle of a fierce battle with several Frost Giants in a snowy, mountainous landscape. One giant is being crushed under Mjolnir, while another is being thrown. In the foreground, a giant's head with a wide, toothy grin is visible. The scene is filled with snow, ice, and the energy of lightning.

Some time after
For Loki, **disaster**,
it moves differently in myth--
Month, minute, millennium
They're all mixed up with
each other, blurred, whirled, wordsmithed
In name of plñh

Thor struck Jotunheim
The attack a surprise
His roar was "War!"
As he brought down the skies

Realm of Frost Giants,
Loki's core constituency
With hammer and lightning felling
Acres, massacres on massive scale

Millions against one
But one won
And when deed was done
Left behind strange new mountain range
de-composed of corpses
Manifestation of Chunder's rage
Visible from Asgard
And these make
Andes look like anthills

But all this action
Was mere distraction
For while Loki returned
Back to fatherland, slaughterland
He left Asgard unguarded

As Loki dealt with distant cliff
In slipped **Sif**
mind decided on doom
To All-Father's throne room
Bringing brand-new
decorating concept: **tomb**

Gods, giants, the dead
All fell before her knife
Save Idunn golden-head
Still fettered, bound to ground
Basket full of life

She came as breaker of chains
Agent of change
And took youth's innocence
To distant, dim-lit planes



In Niffleheim they hid
Place of primordial darkness
Poison oceans and private continents
Ƿhy so thick with black clouds
Heimdall himself couldn't pierce the shroud

They sat by impossible fire
Fed by the dead
Tended and trimmed by Ƿif
Waiting for word to spread

They came to him
Few at first
And ancient, bedraggled
Chose who'd never sworn
Worn their allegiance on their sleeves
Refused to bend knees

They ate Idunn's delicacy
restoring vigor
Not many in the confederacy
but a start, a flicker



Loki's raging
Rapidly Aging
Unused to time and losses
(the problem with most bosses)

He gathers his banners
His swords, hammers
Summons a rousing speech
But without his mead
Only stammers





Nevertheless, the message is received
They've been too lenient
Allowed themselves to be deceived
Made things too convenient

So they redouble oppression
Suppression, dispossession, aggression
Freedoms once granted are revoked
"It's all justified,
We've been provoked!"

Bad times get worse
The gods can hardly believe it
They spit, complain and curse
Too late, they see it



And in Niffleheim they gather
Those who can get free
The wronged, made strong
They finally see:

You don't make concessions
To autocrats and their oppressions
You don't make deals
With tyrants

You make war!

But let's rejoin Thor
Before, post-embrace
Still smelling of Ælf
Walking stiff
Through forests of fire
Over burning bridges
Sailing across seas
That mother suns

Who can say what drove him?
Desperation, inspiration, frustration?
Perhaps a vision
Either way, he'd made a decision
Better flames than chains



He fought fire demons
In caustic regions
The sons of Muspell
Fell before the storm

Further and further
He'd come to make a deal
With Flame-Lord Surtur
Muspell's Fiery Crown
Who approved his appeal



Burn
it all
down.



Meanwhile, in the minor
realm of Midgard
Home to mortals,
Microwaves, and linear time

Starkson, Ironlad, Invalid
world's most brilliant boy
hangs high above humanity
21st-century marionette
Held together by nothing
but will and wires

Body broken beyond
conventional fixing,
He **rejects** convention
takes life's last chance at extension
Makes of his heart
A terrible engine

Revamped veins contain
Flow of blood and time
Lab-grown lungs
breathe in air, exhale era
Brain burns with revelation
Sudden sense of elevation
Infinity bares her breasts
Shows him everything
Means to make Lad into Man

"It's too much, it's too much!"
What was, what wasn't
and such,
Would drive any man into madness
Wants to scream, but doesn't

Instead shifts engine into low gear
Tells Infinity he's not ready
needs more time
She laughs at his bashfulness, his fear
Then dons her dress and disappears

But something sticks with him.
he's concerned.
Something he's been wondering about
Trying to figure out
Since he returned
Something that was,
or **was** it?

He calls Doom
to his room
And demands it plain-

Explain.



SEVEN MONTHS
REMAINING...

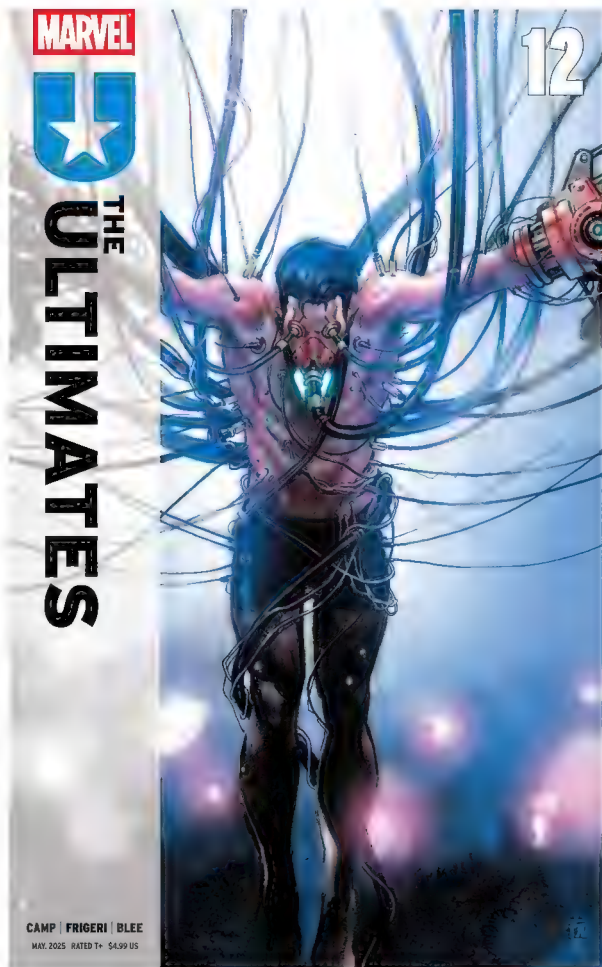


WRITER: **DENIZ CAMP**
ARTIST: **JUAN FRIGERI**

COLOR ARTIST: **FEDERICO BLEE**
LETTERER: **VC's TRAVIS LANHAM**
COVER ARTISTS: **DIKE RUAN & NEERAJ MENON**
VARIANT
COVER ARTISTS: **ARIO ANINDITO; INHYUK LEE;**
FEDERICO VICENTINI & FEDERICO BLEE

DESIGN: **JAY BOWEN**
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EDITOR: **WIL MOSS**
EDITOR IN CHIEF: **C.B. CEBULSKI**

NEXT



ON SALE IN **MAY**

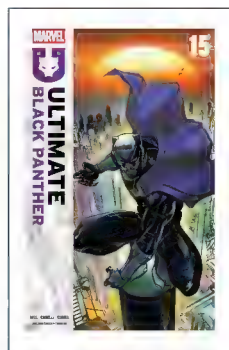
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ULTIMATE X-MEN #14

BY **PEACH MOMOKO**



ULTIMATE WOLVERINE #4

BY **CHRIS CONDON** &
ALESSANDRO CAPPUCCIO



4

A diabolical genius known as **THE MAKER** used time travel to create his ideal Earth by systematically preventing anyone from ever becoming a super hero and by establishing a secret council of super villains, **THE MAKER'S COUNCIL**, that rules the world from the shadows.

Three of those council members--**COLOSSUS**, **MAGIK** and **OMEGA RED**--run the **EURASIAN REPUBLIC**, one of two places in the world for all known mutant activity. Through their government's top-secret division "**DIRECTORATE X**," headed by **DR. ALONYA PROSTOVICH** and designed to exploit the unique genetic powers exhibited in mutantkind, they have turned the mutant known as **LOGAN** into their most lethal weapon, the brainwashed **WINTER SOLDIER**.

His main mission? To target and destroy a covert group of mutant freedom fighters called **THE OPPOSITION**. But in his latest mission, the Opposition member **KATHERINE PRYDE** recognized him--and used her powers to flood his mind with memories...

ULTIMATE WOLVERINE

CAST:



**WOLVERINE/
THE WINTER SOLDIER**
LOGAN



COLOSSUS
PIOTR RASPUTIN



MAGIK
ILLYANA RASPUTIN



OMEGA RED
ARKADY ROSSOVICH



**DR. ALONYA
PROSTOVICH**
DIRECTORATE X
RESEARCH HEAD

APRIL 2025

...why...

"Is he...? Why is he twitching?"

"Heart rate's increasing..."

"Get Dr. Prostovich-- quickly."

...don't...

"The brain scan is..."

"...the brain scan, just look at him!"

"Look at the claws... They're..."

"He's convulsing!"

...you...

"Where's Prostovich?! This is *her* specimen!"

"Maybe we should call guards..."

"His brain is lighting up..."

"Is he...is he looking at me?"

...remember...?

"He's sedated, he's not looking at--"

"Holy **[REDACTED]**, he *is*! We need more--"

"We should get the guards..."

"Would you look at these EEG readings?"

Survivor.



"His eyes!
They're--"

"Where are the
guards? Aren't
we supposed
to have guards?"

"I've never
seen him like
this before..."

"Is he hurt?
It sounds like
he's in pain..."

"Can we get
sedation?"

"He's pumped full
of enough sedative
to knock *King Kong*
off his feet..."

"We need
guards and..."

"WHERE THE [REDACTED] IS
PROSTOVICH?!"

Soldier.



"Oh God! Look at the heart rate! Check the other--"

"He's gonna go into cardiac arrest, we need to--"

"Why the [REDACTED] is he staring at me?!"

"GET HIM OUT OF THE CHAMBER!"



"No, we can't--"

"He stays in the chamber until we have guards!"

"There's no time! You want to explain this to the Rasputins if he dies?!"

"I don't care! Have you seen what he did to Andreev?!"



"His claws--"

"They're reacting, they're--"

"I'm opening the chamber."

"NO! ABSOLUTELY NOT!"



Hunter.



"You want to
kill us all?!"

"This man
may die! We
need to--"

"Heart rate's
dropping."



"Blood pressure...
he's bottoming
out..."

"We need to
administer
medical--"

"This is crazy,
I can't--"

"you don't like it,
leave. But you'll
need to answer
for it. I think
you know that."

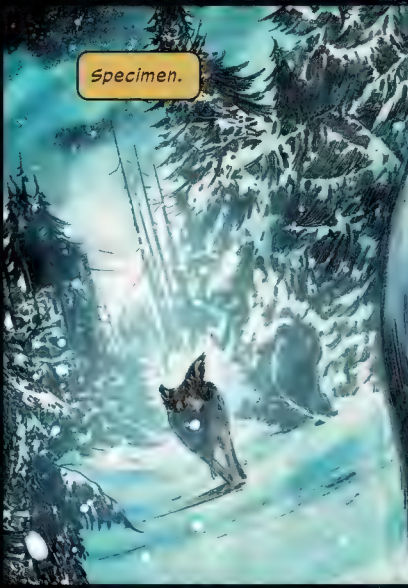


"[REDACTED]. How much
sedative did you pump
into the chamber?"

"We administered
800 milligrams
of phenobarbital--"

"WHAT?! Are
you trying
to kill him?"

"It's what
we've been
giving him!"



Specimen.



"Open the chamber now!"

"Wait, just wait!
Where are the
guards? We need--"

"Then activate
a Sentinel Unit--"

"Can't.
Dr. Prostovich has
the access key--"



Animal.



"Opening chamber."

"Keep an eye on vitals--"

"The claws..."

"What the--? He's looking at me again!"



"Who's going in to get him?"

"Heart rate's increasing..."

"The EEG... Brain function is..."

"His hands! Look at his hands!"

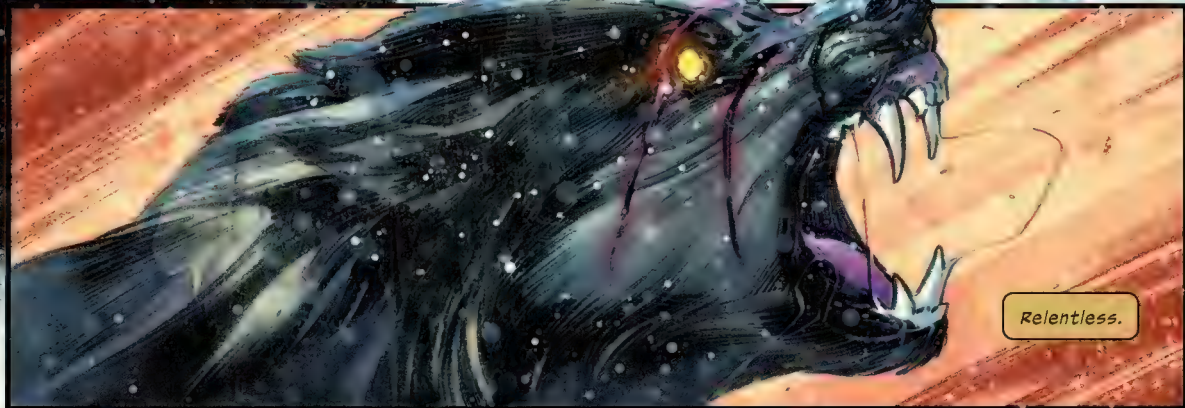


"He's returning to normal."

"Then close the chamber. Now."

"Dr. Prostovich is en route. She's--"

"For God's sake, look at his hands! He's--"



Relentless.



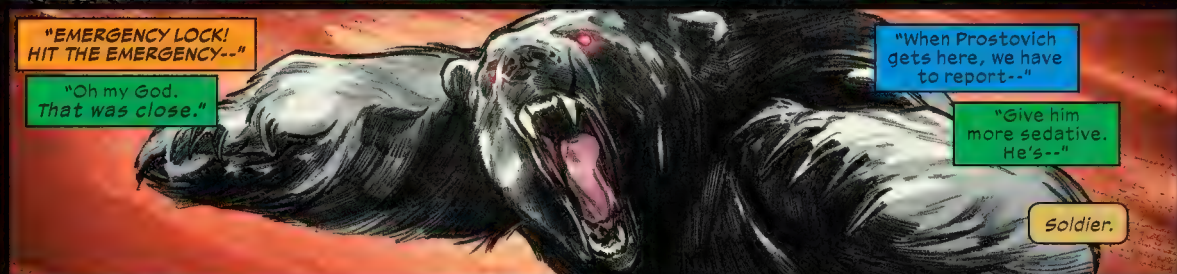
"Are guards coming?"

"I don't even know what this reading means, I--"

"Can we shut the chamber?!"

"I--LOOK OUT!"

Survivor.



"EMERGENCY LOCK! HIT THE EMERGENCY--"

"Oh my God. That was close."

"When Prostovich gets here, we have to report--"

"Give him more sedative. He's--"

Soldier.



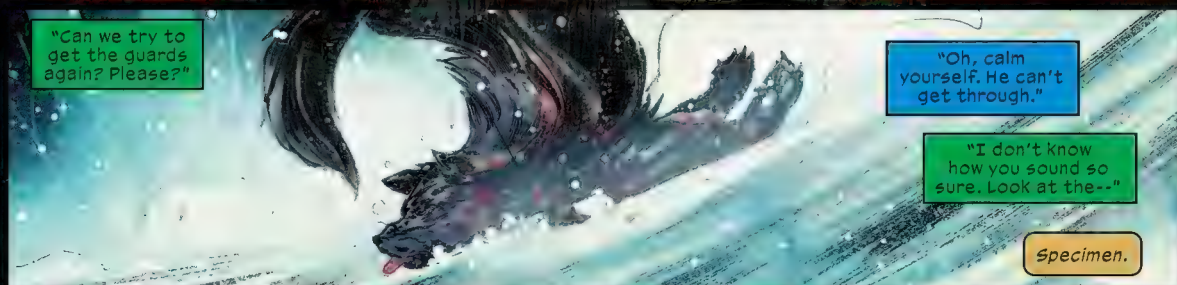
"Can he break through the door?"

"I... Fists, no, but with claws...?"

"Why does he keep staring at me?!"

"The chamber must be secure, no?"

Hunter.



"Can we try to get the guards again? Please?"

"Oh, calm yourself. He can't get through."

"I don't know how you sound so sure. Look at the--"

Specimen.



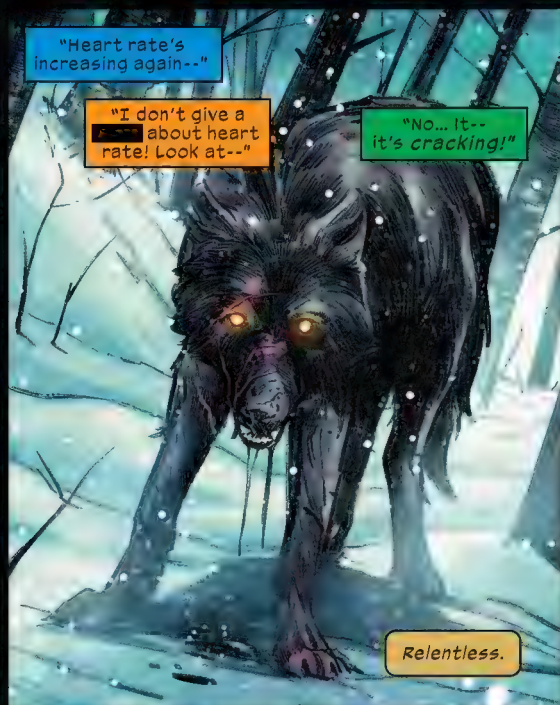
"He's..."

"The sedative! Give him the sedative!"

"This never happens with Ursus, Krylenko or Petrovna!"

"How far is Prostovich?! This is--"

Animal.



"Heart rate's increasing again--"

"I don't give a [redacted] about heart rate! Look at--"

"No... It-- it's cracking!"

Relentless.



"I'm leaving, I'm not--"

"What about the sedative?!"

"The chamber will hold!"

"You want to test that?"

Survivor.



"This is Ratskova in lab HK-180--we need guards now!"

"Another 600 milligrams of phenobarbital administered--"

"His eyes--"

Soldier.



"He's not-- he's not stopping..."

"Guards?! We need GUNS!"

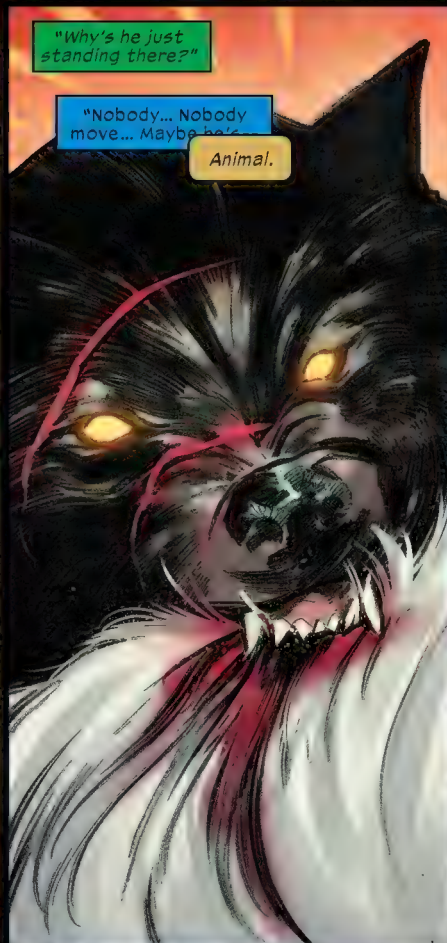
"The glass-- it's--"

Hunter.



"Hit the alarm!
Hit the--"

"He shattered
th
Specimen."



"Why's he just
standing there?"

"Nobody... Nobody
move... Maybe he's

Animal."



"This is Ratskova--
where the hell
are the guards?!"

"He's turning
his head..."

"He's--"

Relentless."



"WHY IS HE
LOOKING
AT ME?!"

"He's--"

"The claws...
My God... Is he
going to--"

Survivor."



"This was supposed to be routine--"

"He's...
He's still..."

"MOVE! We
need to
evacuate
the..."

Soldier.



"He's just
killed--"

"The
blood..."
Hunter.



"Guards--"

"OH, THANK--"

"No don't--"
Specimen.



"He's killing the
guards! He--"

"We need
Sentinel Units!"

"No, no--
PLEASE--"

Animal.



Relentless.



"He's going through--"

"They can't stop him--"

Survivor.

Killer.



"SHOOT HIM! SHOOT--"

"I'm sorry I'm late, what's the--?"

Soldier.

Friend.

"Doctor! He's gone berserk, we can't--"

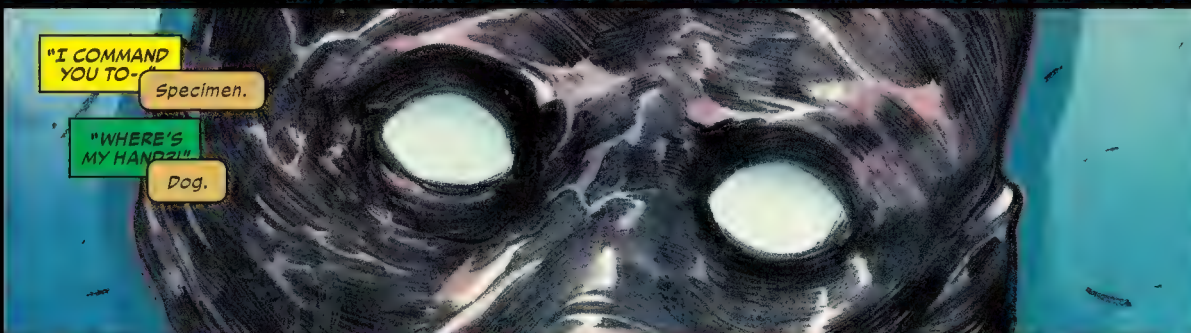


"Winter Soldier, stop!"

Hunter.

"AHHHH! My HAND--"

Terrorist.



"I COMMAND YOU TO--"

Specimen.

"WHERE'S MY HAND?!"

Dog.



"I CAN CONTROL HIM--"

Animal.

"THEN DO IT!"

"He's a--"

Merciless.



"WINTER SOLDIER--"

Relentless.

"How is he--?"

Weapon.



Logan...

...Logan...

...LOGAN.





SPUTNIK!





Come.
Follow me.

Dr. Prostovich...
what the hell
happened?



I was under
the impression that
the Winter Soldier was
controlled.

Something
happened on the
last mission. Something
in its brain. Maybe a
chip got fried...
Either way...

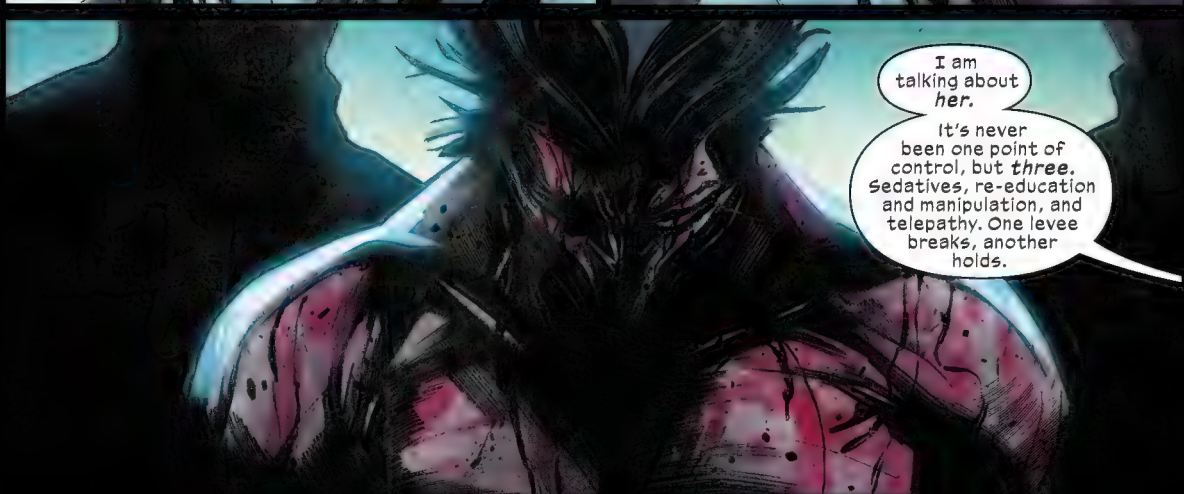


...We need to re-establish
control. I cannot
survive another--

Control?
Doctor, the
sedatives do
nothing.
He's...he's
wild.



I am not
talking about
sedatives...



I am
talking about
her.

It's never
been one point of
control, but **three**.
Sedatives, re-education
and manipulation, and
telepathy. One levee
breaks, another
holds.



Whatever tether is still there, we must have her reinforce it.

Doctor, if you're talking about who I think you're talking about...use must be sanctioned--



I will ask *forgiveness* later.

Prostovich, Alonya. Destination: Cerebellum Code: K-7-M-q.

Da. Odu minutku, pozhaluysta.



A tight, enclosed space deep beneath the earth with this *monster*?

What could *possibly* go wrong?



Careful. Watch your step.

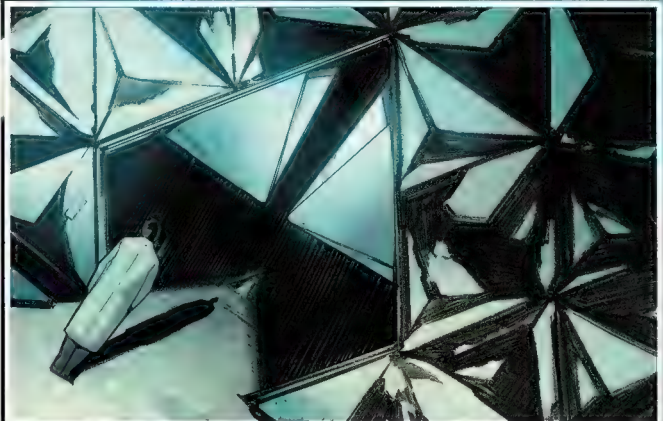


I've never been this deep inside the Kremlin.

Be glad you haven't. Good things do not happen here, Sergei.



Not at the center of the Earth.



Wait a moment-- it's been a while since I've been here, but...



Ah, there we go. Light.



Here is the solution to your problem, Winter Soldier. Whatever you did out there nearly severed our link. But we can fix that.

She can fix that.

A full-page comic book illustration. In the center, a woman with long red hair, wearing a yellow and black bodysuit, is suspended in the air with her arms outstretched. She is surrounded by a dense, chaotic web of thin, reddish-brown lines that crisscross the entire frame. Below her, a large, dark, circular structure with many small, glowing greenish-blue segments is visible. The background is a mix of dark and light tones, with a bright, hazy area at the top. A speech bubble is on the left side.

The
Phoenix
specimen. She
will fix your
broken
mind.

TO BE CONTINUED...



Back



Forward



Home



Reload



Print



Find



Stop

Location: <http://www.?srsltid=AfmOooBbeRgoK9K3ogRsox7kZNEPaOOVhMFNTctOuenEiM>**TRANSCRIPTION OF PRIVATE DICTATION LOGS OF DR. ALONYA PROSTOVICH,
DIRECTOR OF SCIENCE & TECHNOLOGY FOR ARCHIVAL PURPOSES****CLASSIFIED****ENTRY X-25072**

A few notes on Cerebellum, Xavier, and Phoenix (Grey).

The Charles Xavier body remained in a freezer beneath the Kremlin for some years after his death under the purview of Directorate X. Nobody quite knew what to do with it. I had read the files concerning the Xavier specimen and found them to be captivating. Between Erik Eisenhardt—the so-called Magneto specimen—and he, they could have controlled the world; their powers seemed to be boundless—beyond imagination. Thus, they were deemed “Omega level” mutants. None of this class currently exists, and the one known specimen who does resides in Republic control. There is, strangely, very little written about Xavier, Eisenhardt, or Omega Level mutants, but what little there is, I have used to further my studies on *Homo superior* and their further application for weaponization in service of the Eurasian Republic.

I received proper clearance, of course, and proceeded to remove the brain from the Xavier specimen's body. It seems that in life, Xavier's body was tragically weak while his brain was, in turn, massively powerful. If it was preserved well enough, I figured that I could use that powerful brain for Republic purposes.

We also had in our custody the Jean Grey specimen, who we have nicknamed the “Phoenix specimen” in reference to her latent abilities and possible extraterrestrial possession (I cover this extensively in the Phoenix-designated file—see also “the Poltava incident”). However, the Phoenix specimen is so supremely powerful, it is a necessity to keep her fully sedated and controlled at all times, confined to the Cerebellum. She is fed and hydrated intravenously with the minimum essentials to survive. Due to her inactivity, her muscles have atrophied to such an extent that it renders her body useless. Even if she, this all-powerful figure, did break free from the Cerebellum, how could she escape when her legs would surely not carry her?

The Phoenix specimen necessitated a certain amount of suggestion, as she must remain in a sedated state. It occurred to me that we may be able to utilize the Xavier specimen to control her further. Hoisting the Xavier specimen—rather, its disembodied brain—high above the Phoenix specimen in the Cerebellum, we allowed it to soothe, direct, and amplify the Phoenix specimen's abilities through targeted electrical impulses. It is the perfect system, really. We control her, and she, in turn, controls the designated specimens. Further amplification is provided by the spherical shell of the Cerebellum itself (see Cerebellum-designated file).

We have, thus far, utilized the Phoenix specimen to control the Ursus, Krylenko, and Petrovna specimens, to varying success. Where we have had our greatest success has been with the Winter Soldier specimen. She seems to calm him in a way the others do not experience.

I shall look further into this anomaly.

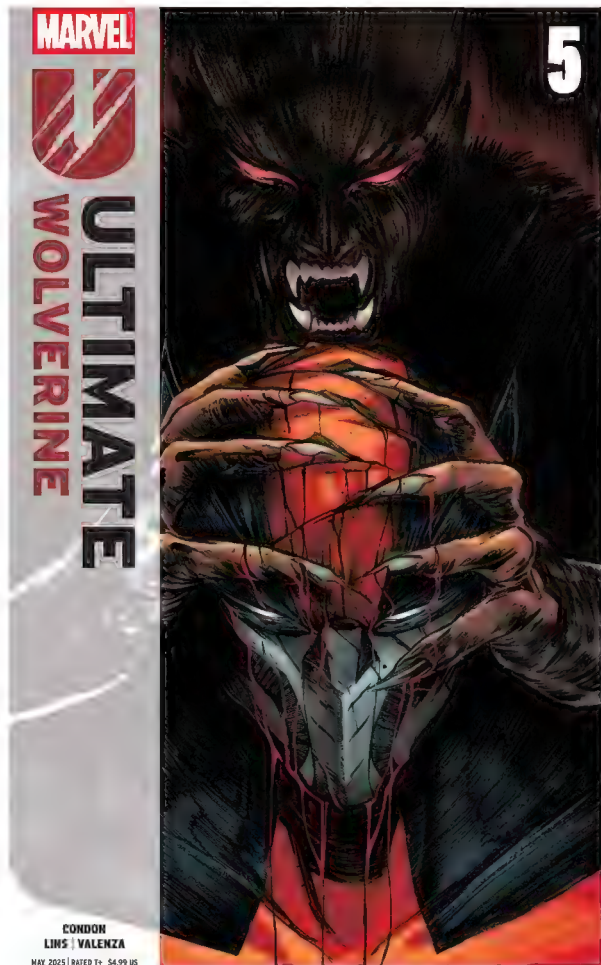
END DICTATION.



WRITER: **CHRIS CONDON**
ARTIST: **ALESSANDRO CAPPUCCIO**

COLOR ARTIST: **BRYAN VALENZA**
LETTERER: **VC's CORY PETIT**
COVER ARTISTS: **ALESSANDRO CAPPUCCIO & FRANK MARTIN**
VARIANT
COVER ARTISTS: **DAVID AJA; IBAN COELLO & JESUS ABURTOV;
LEINIL FRANCIS YU & ROMULO FAJARDO JR.**
DESIGNER: **JAY BOWEN**
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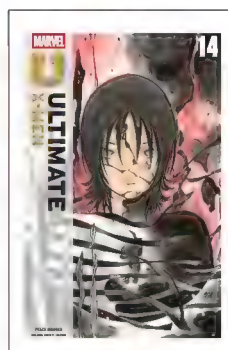
ULTIMATE SPIDER-MAN #16

BY **JONATHAN HICKMAN**
& **MARCO CHECCHETTO**



ULTIMATE BLACK PANTHER #15

BY **BRYAN HILL** & **STEFANO CASELLI**



ULTIMATE X-MEN #14

BY **PEACH MOMOKO**



ULTIMATES #11

BY **DENIZ CAMP** & **JUAN FRIGERI**



17

Twenty years ago, **THE MAKER** prevented a radioactive spider from biting a young **PETER PARKER**. He likewise prevented the creation of any other super heroes and formed a secret council to rule the world from the shadows.

Sixteen months ago, **TONY STARK** sent Peter that same radioactive spider along with a picotech suit. Since then, Peter has used the incredible powers granted by the spider's bite to fight crime alongside **GREEN GOBLIN**, A.K.A. **HARRY OSBORN**, co-C.E.O. of **OSCORP**.

KRAVEN THE HUNTER kidnapped Peter and Harry for his most dangerous game. Kraven murdered Harry, but fellow Sinister Six member **MYSTERIO** helped Peter escape—or so Peter thinks. In reality, Mysterio is a council of five who share the identity. And one of those Mysterios is **GWEN STACY**, Harry's wife, who rescued him and killed Kraven herself. Meanwhile, Peter and his family are on the run...

ULTIMATE SPIDER-MAN

CAST:



PETER PARKER
SPIDER-MAN



MJ WATSON-PARKER
PR GURU



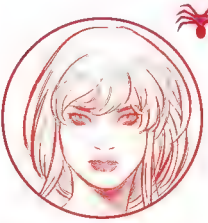
RICHARD PARKER
PETER AND MJ'S SON



MAY PARKER
PETER AND MJ'S DAUGHTER



HARRY OSBORN
GREEN GOBLIN



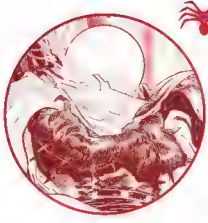
GWEN STACY
HARRY'S WIFE, OSCORP CEO



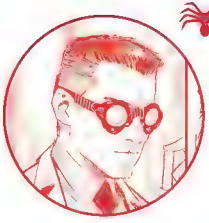
BEN PARKER
PETER'S UNCLE



J. JONAH JAMESON
BEN'S BUSINESS PARTNER



MYSTERIO
ONE OF THE SINISTER SIX



OTTO OCTAVIUS
OSCORP SCIENTIST



WILSON FISK
KINGPIN



MAY





Not
hardly.



Yeah.
I can see
that.
You
know...



...he doesn't talk about it,
but Peter's pretty upset
about what he thought
happened to you. And
honestly--upset--is just
me putting it *nicely*.



Maybe you
should reach
out. Maybe set
him straight.

So you
can get in
touch with
him?



If I
need to,
yes.
We have a
system.



How's his family?
Safe?



They're safe.
Safe enough.
Okay.
Good.



Why are you here, Harry?



I just wanted to check in. Make sure he was okay, and also to tell you to keep your head down.

Things are about to get... serious.

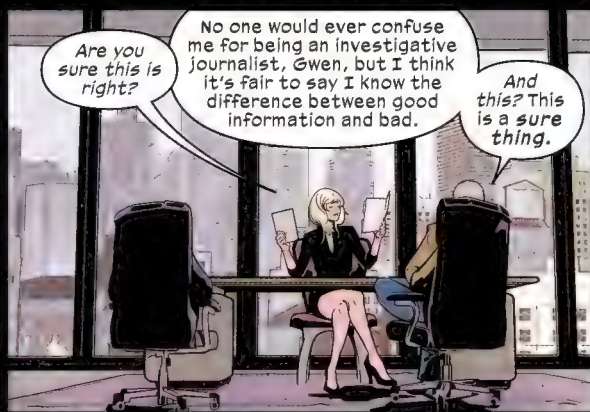


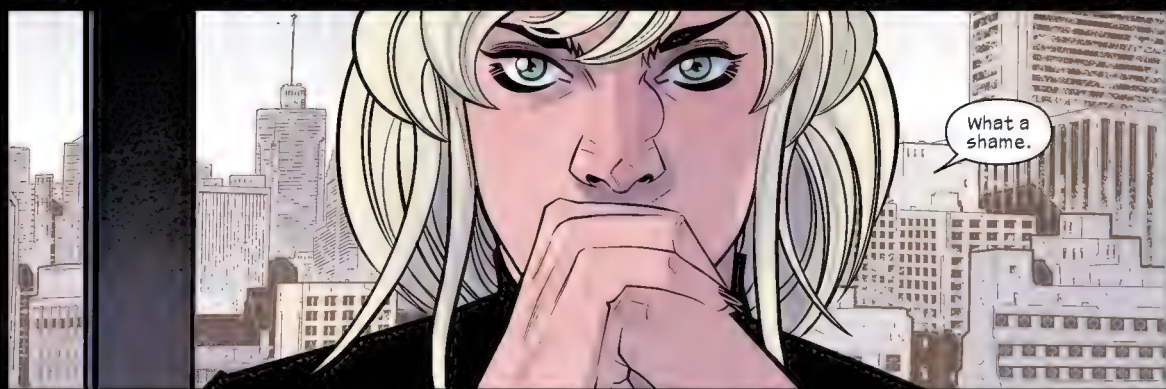
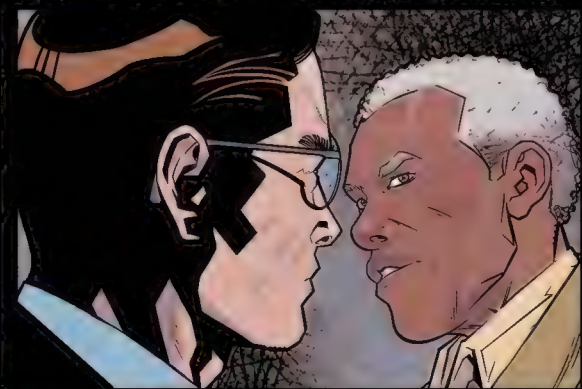
You say that like they haven't already been that way.

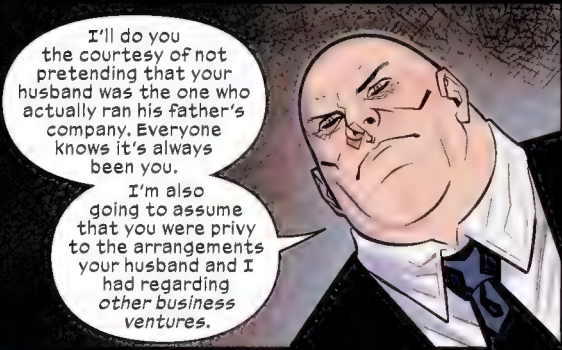


Compared to what's coming?

They haven't.







I'll do you the courtesy of not pretending that your husband was the one who actually ran his father's company. Everyone knows it's always been you.

I'm also going to assume that you were privy to the arrangements your husband and I had regarding other business ventures.



If I'm wrong, Mr. Wesley can fill you in on everything you don't know.

But I am here to let you know that I expect those arrangements to continue. In perpetuity. For all time.

Mr. Wesley has some documentation for you to sign to that effect.



Whether I like it or not?



Some people run the world, others simply live in it.

I am sorry for your loss. Condolences.



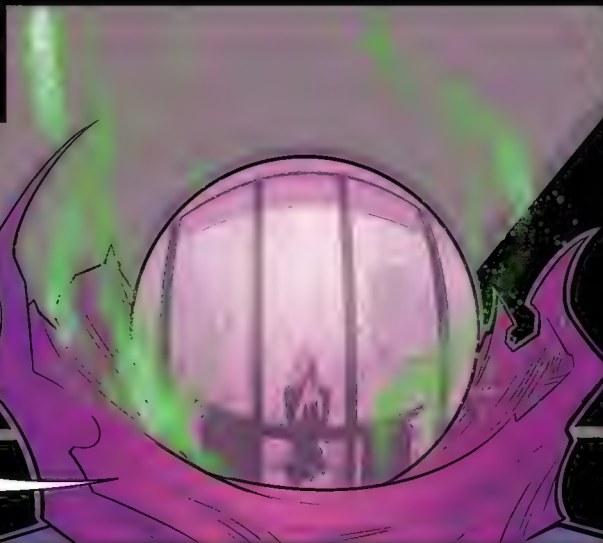
I'm headed back to the office. I leave this in your hands, Mr. Wesley.



Mr. Fisk can be a bit demanding.



That must be difficult for you.



There's quite a bit of dancing that someone in my position has to do.

For example: I helped you find your husband so you could save him, and in return, all I got was a growing number of questions from Mr. Fisk regarding the disappearance of Kraven.

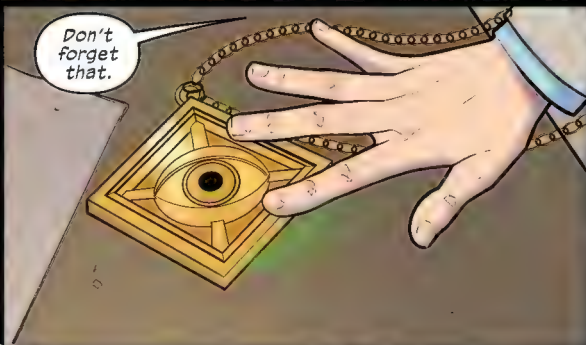
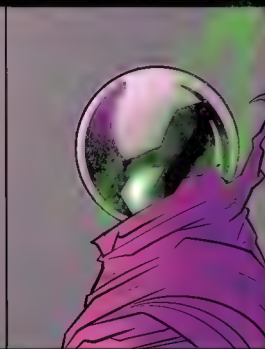
Quite a few tricky steps in that one--and the tune was not one I prefer. It almost makes me want to stop the music altogether.

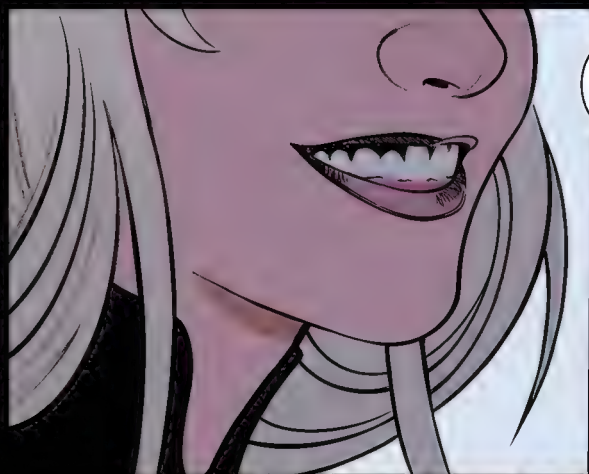


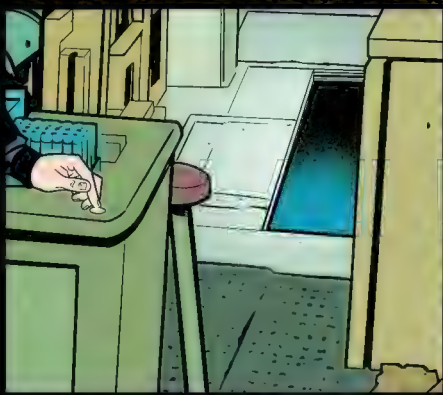
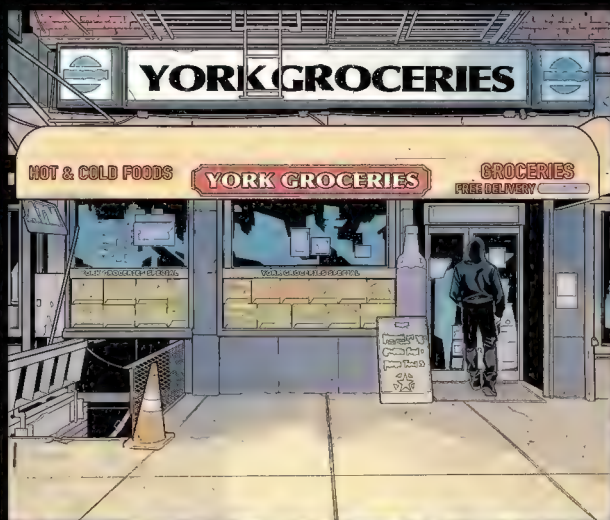
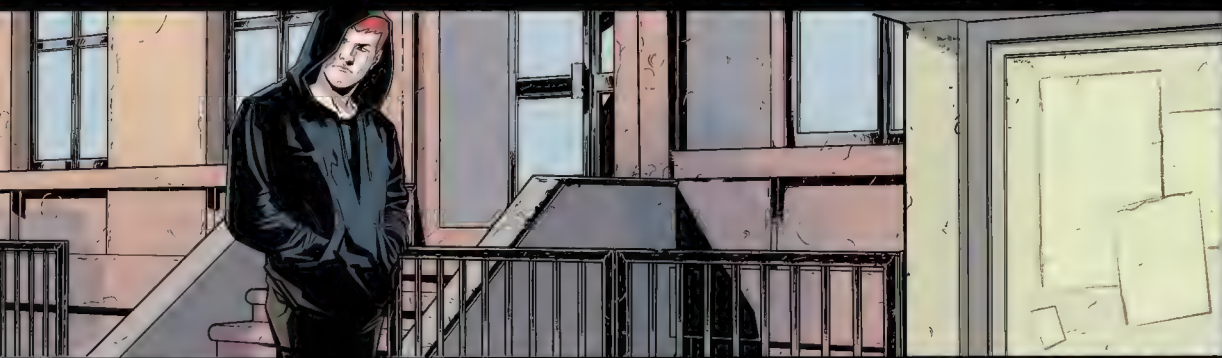
But you would never do that.

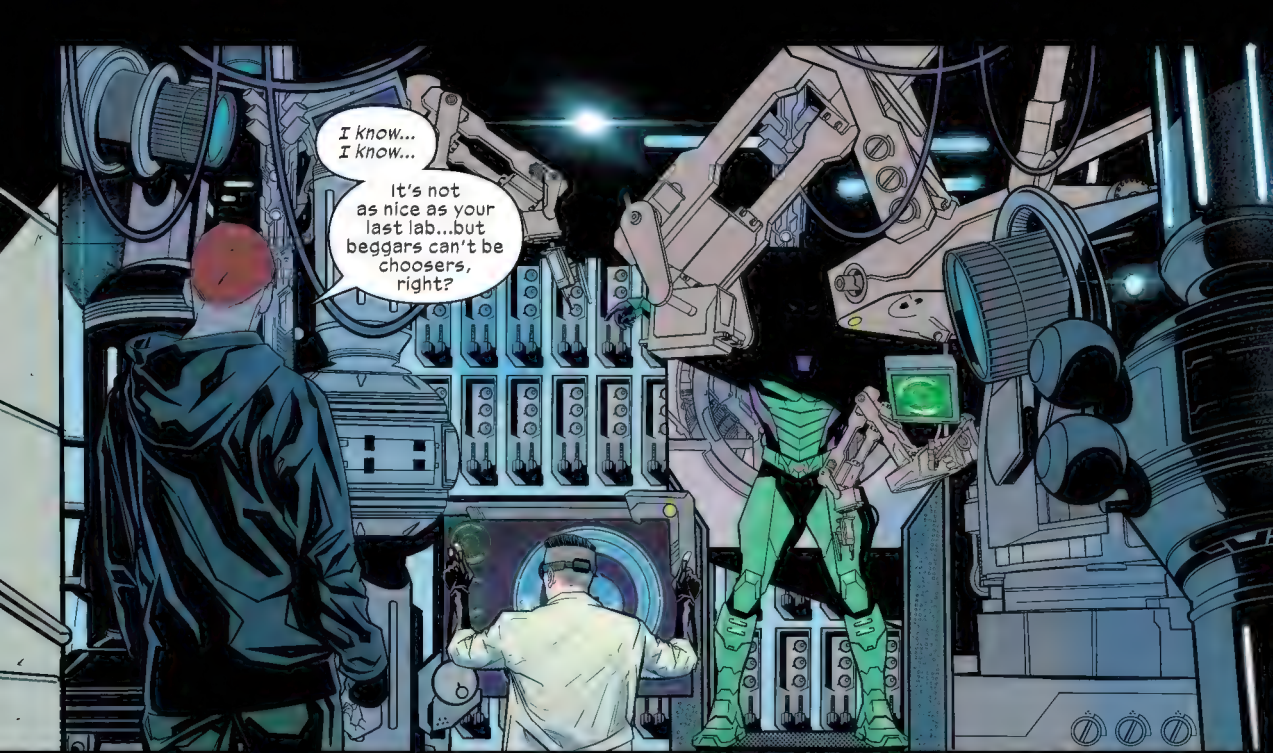
Yes. Because I have a commitment to our cause.

Speaking of...I think you have something that belongs to me.



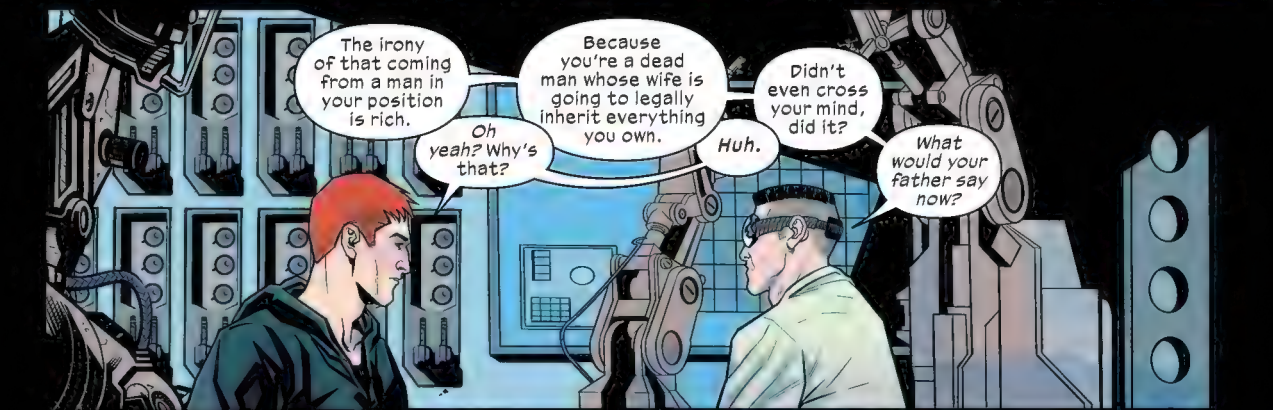






I know...
I know...

It's not
as nice as your
last lab...but
beggars can't be
choosers,
right?



The irony
of that coming
from a man in
your position
is rich.

Oh
yeah? Why's
that?

Because
you're a dead
man whose wife is
going to legally
inherit everything
you own.

Huh.

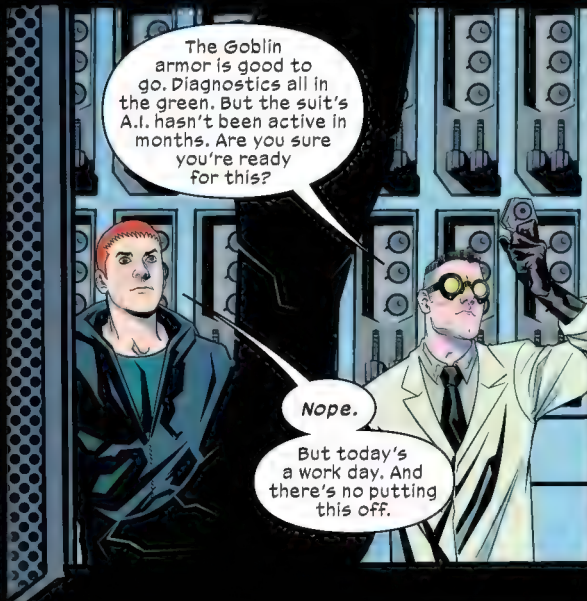
Didn't
even cross
your mind,
did it?

What
would your
father say
now?



I guess
we should
ask him.









...let's
get this over
with.

Booting.
Booting.



What is this?
You've been gone...
time has passed...
What is...?

Mapping
changes in
brain patterns.
Downloading
memories.

What is
this?



You were
captured? You
were beaten?
Broken?

Yeah,
Dad. I
had a bad
run.

A bad
run? A bad
run?!



A bad run
is fortune looking
the other way. A bad run
is unexpected weather
and unforeseen
circumstances...

You didn't
even know
who your
wife was.



Which is
no surprise, no
great insight...
after all...

...do you
even know who
you are, Harry
Osborn? Do you
even know what
you are?



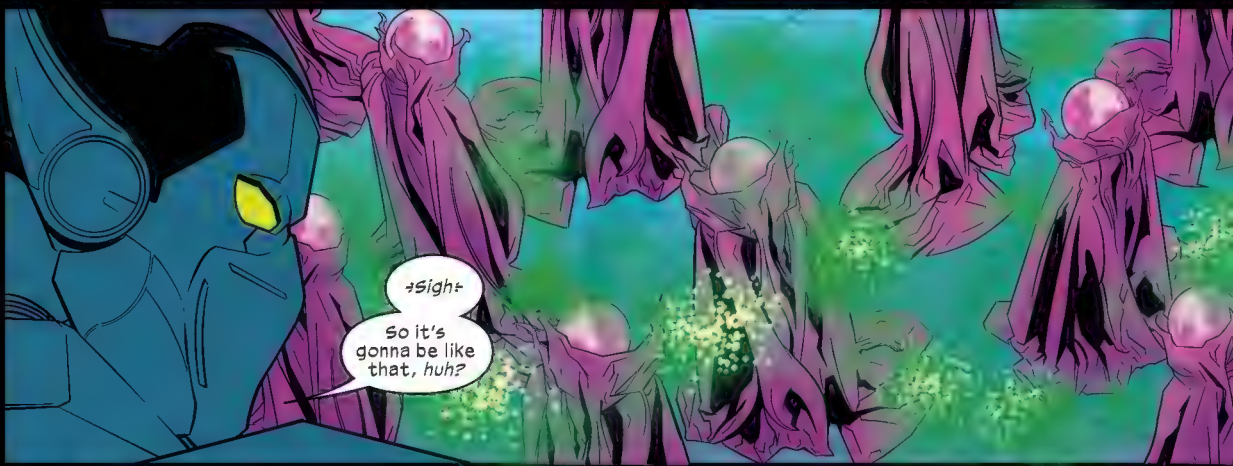
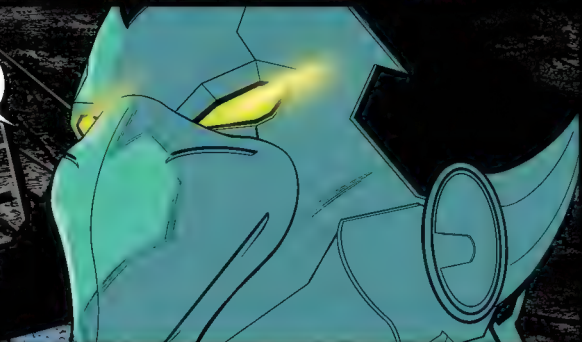
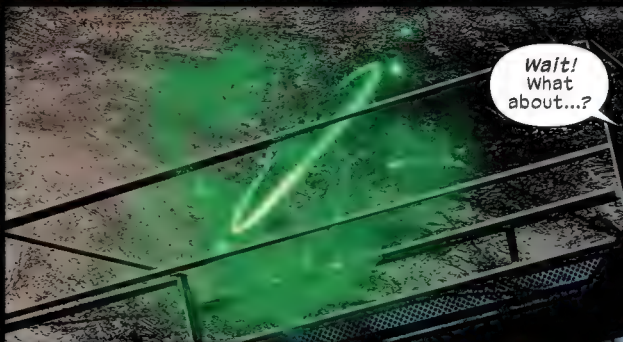
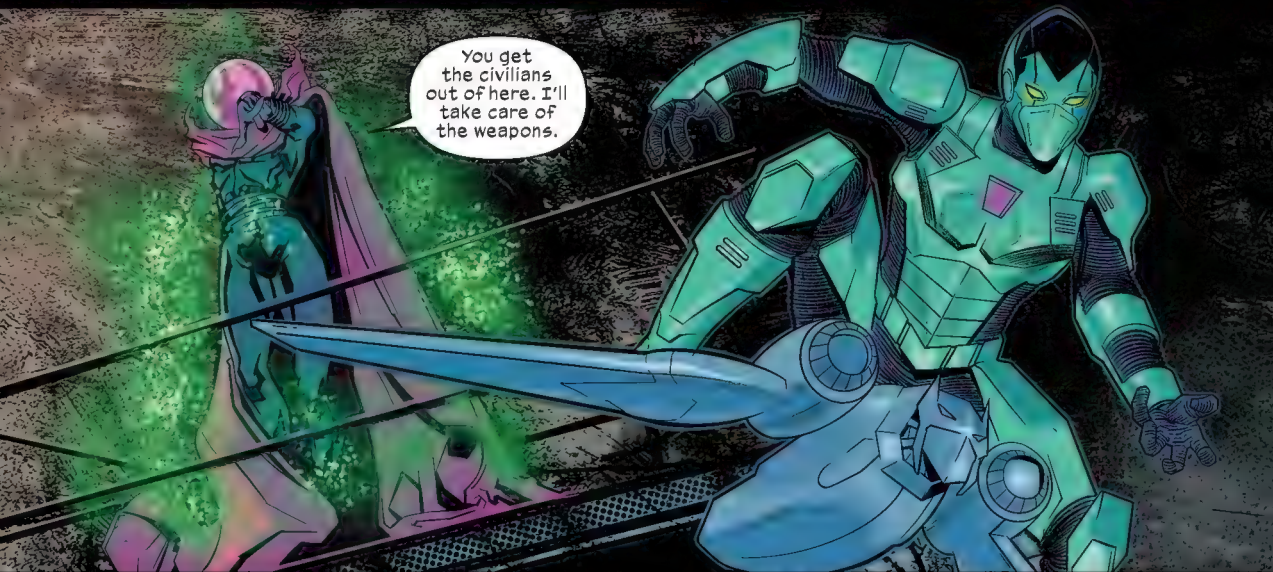
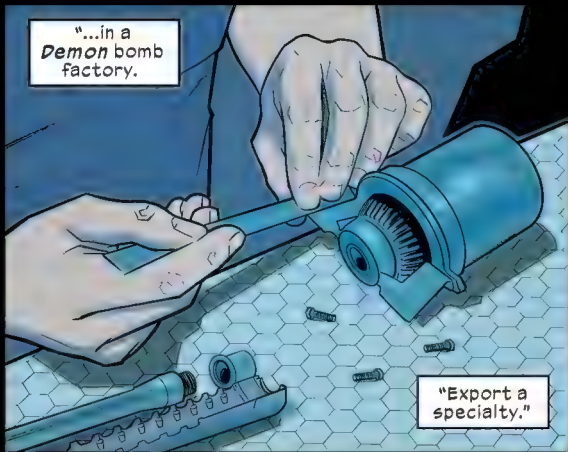
I am tired of being ashamed of you.

Do you hear me, son? I am weary of this shame that haunts me even after my death...



It's time to prove yourself.
Once and for all.









Or is
it what
hides behind
them?



No.
No!

AAAAAAAAHHH!!!



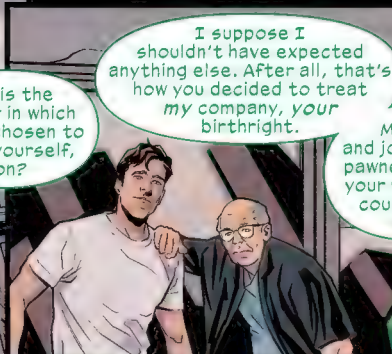
AAAAAAAAEE!

SLICE



Everyone
out! Get out
of this building!
Now!

This is the
manner in which
you've chosen to
prove yourself,
son?



I suppose I
shouldn't have expected
anything else. After all, that's
how you decided to treat
my company, your
birthright.

My pride
and joy...and you
pawned it off on
your wife so you
could go play
hero.



Now look
at you. Dealing
with the rabble while
she handles the bad
guys. I suppose that
means she's better
at that than you
are too.

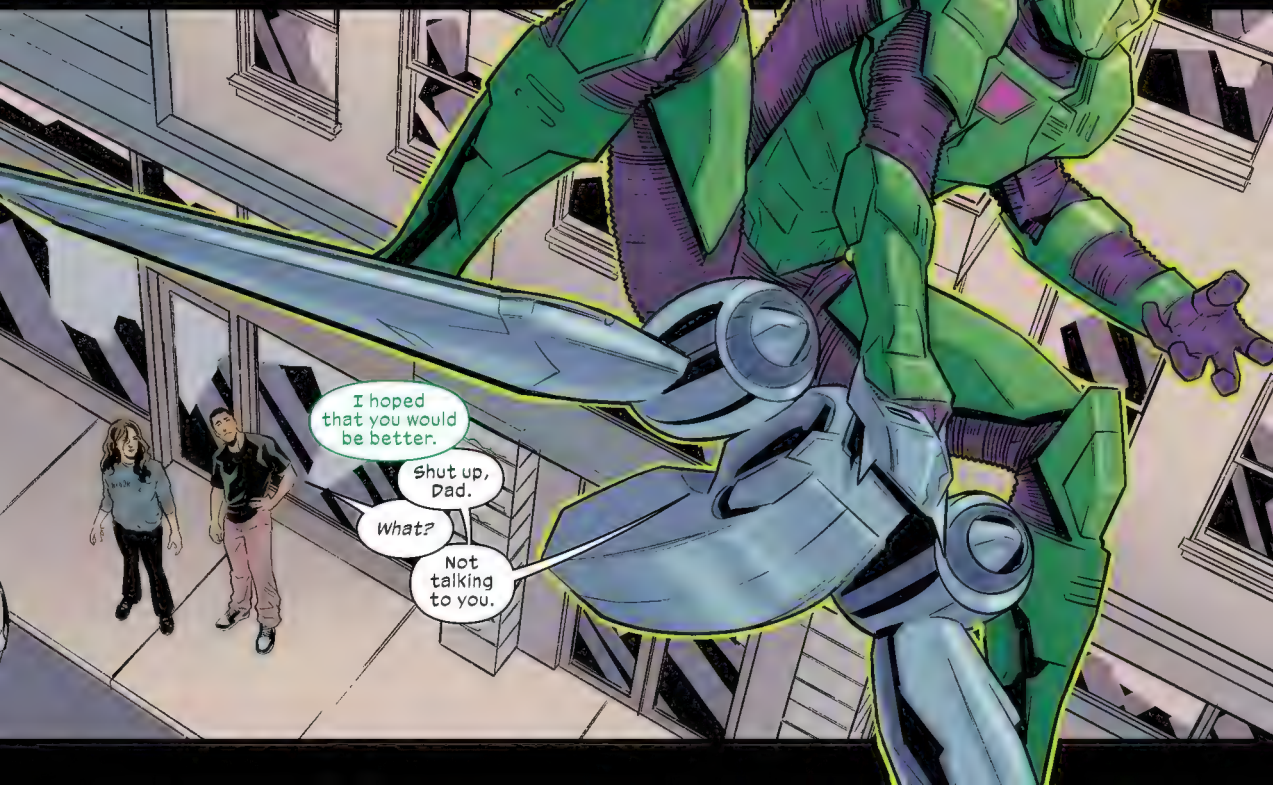


I'm saving
people, Dad. That
matters.



Small
people make
small moves,
Harry.

And at your
core, son, you
will always be a
failure. And that,
disappointingly, is
my greatest
failure.



I hoped
that you would
be better.

Shut up,
Dad.

What?

Not
talking
to you.





What the hell?!!

You were supposed to disable the bombs.



No. I said I'd take care of them.

And there it is--taken care of.



These people could have gotten hurt. People could have gotten killed!

Did you get everyone out?

Yes. Yes, I think so. There were no more heat signatures inside and, and...

Gwen, what were you thinking?!



We're at war with a generational enemy, Harry. You know that.

So we have to do whatever is required.

I don't know why you're surprised by this. You were saying the exact same thing a few months ago.



We do what has to be done.

Right?



Right?

...

Sure.



Come
home,
Peter...

I need
you.



TO BE CONTINUED...



WRITER: **JONATHAN HICKMAN**
ARTIST: **DAVID MESSINA**

COLOR ARTIST: **MATTHEW WILSON**
LETTERER: **VC's CORY PETIT**
COVER ARTISTS: **MARCO CHECCHETTO
& MATTHEW WILSON**

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ASSISTANT EDITOR: **MICHELLE MARCHESE**
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ULTIMATE X-MEN #15

BY **PEACH MOMOKO**



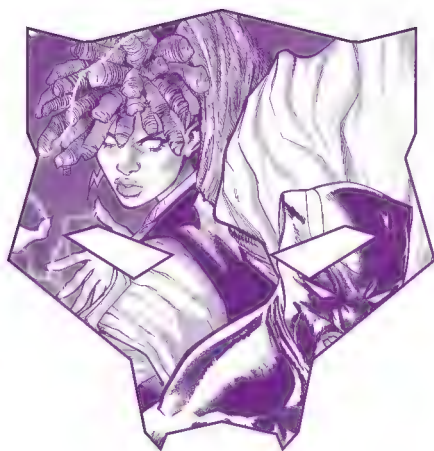
ULTIMATES #12

BY **DENIZ CAMP & JUAN FRIGERI**



ULTIMATE WOLVERINE #5

BY **CHRIS CONDON
& ALEX LINS**



16

A diabolical genius known as **THE MAKER** created his ideal Earth by systematically preventing anyone from ever becoming a super hero. To rule his perfected Earth, he placed super villains in charge of different regions, and together, **THE MAKER'S COUNCIL** quietly orchestrated the history of the world.

KING T'CHALLA of the highly advanced, isolated **WAKANDA** thought he'd triumphed over the evils of the Maker's Council. But **RA** and **KHONSHU**, the overseers of the African continent, had unlocked a larger, more dangerous power by activating **VIBRANIUM**, the element upon which Wakanda was built.

Though Ra and Khonshu were defeated, T'Challa's troubles were only beginning. He and the **SORCERER SUPREME, INAN**, accidentally unleashed an angry spirit within vibranium. While **BLACK PANTHER** and **STORM** pursued the spirit, they encountered an assassin whose brother, **ADI**, had been possessed by it...

ULTIMATE BLACK PANTHER

CAST:



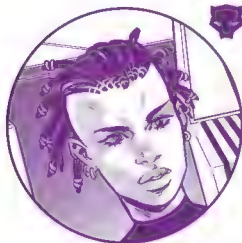
BLACK PANTHER
KING T'CHALLA



STORM
ORORO MUNROE



KILLMONGER
ERIK KILLMONGER



SHURI
WOMAN-AT-ARMS,
T'CHALLA'S SISTER



QUEEN OKOYE
HIGH MENTOR OF
THE DORA MILAJE



MATRON IMALA
SACRED MOTHER OF
THE VODU-KHAN



INAN
THE SORCERER
SUPREME

MAY 2025



Nsgdh...
hururur....
usutsuu...

What's he
saying?

No idea.
Been like this
for fifteen
minutes.



What
happened?

He was in
with the *element*
overnight.
Dr. Mara put him
there.

For...
observation.



What's
Mara want us
to do?

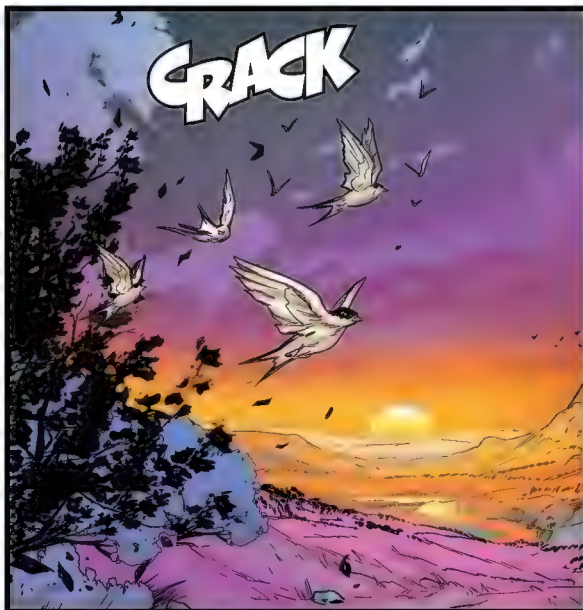
What
she always
wants.



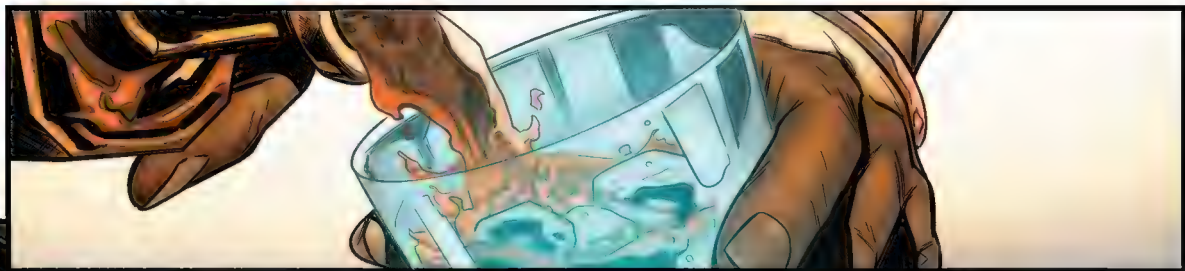
I'll do this
one. You did the
last one.



AAAAHHH~

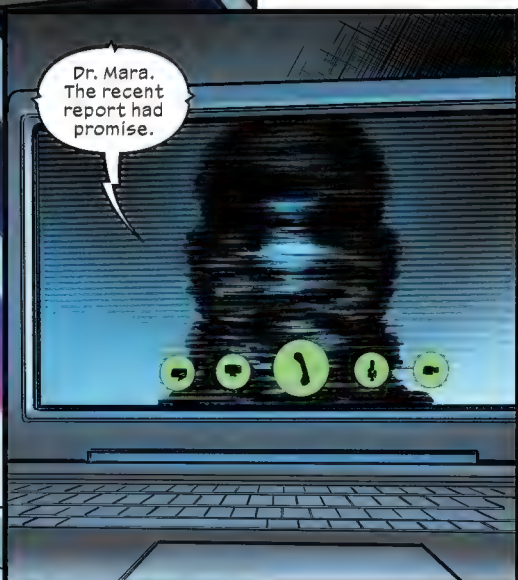


CRACK



Connect.

Comm
code. Mara. 7587.
Icarus.

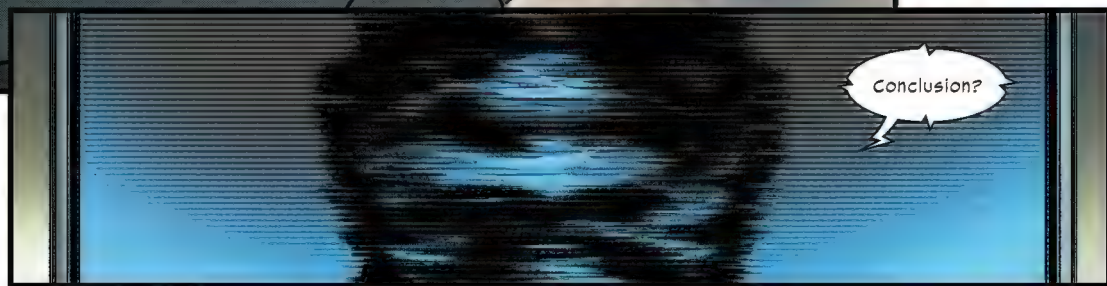


Dr. Mara.
The recent
report had
promise.

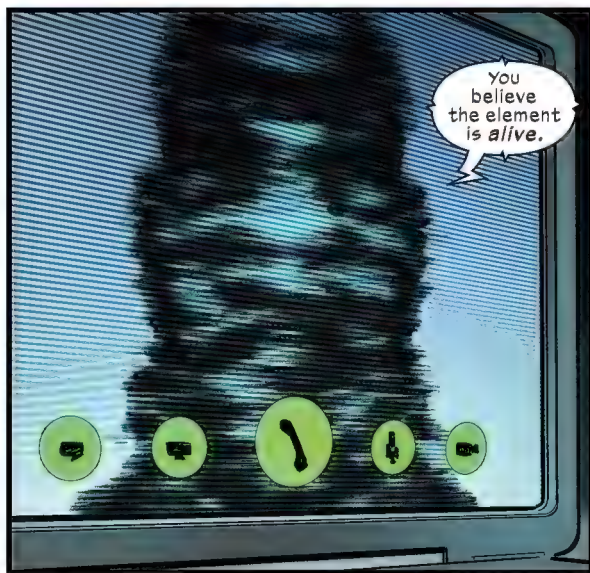


The
element is
stable, then
volatile. It has a
benign effect on
those in its
proximity. Until
it doesn't.

You've
seen what
happens when
it doesn't.



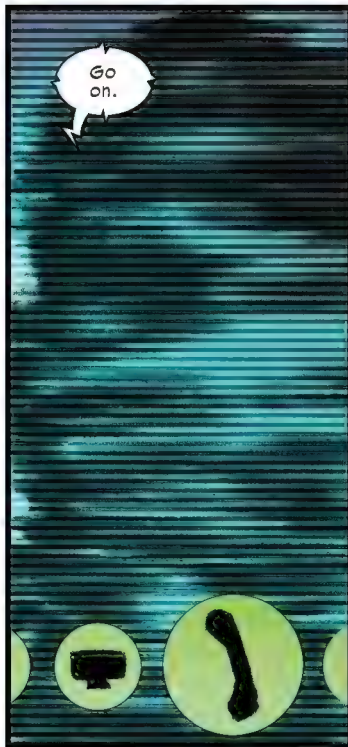
Conclusion?

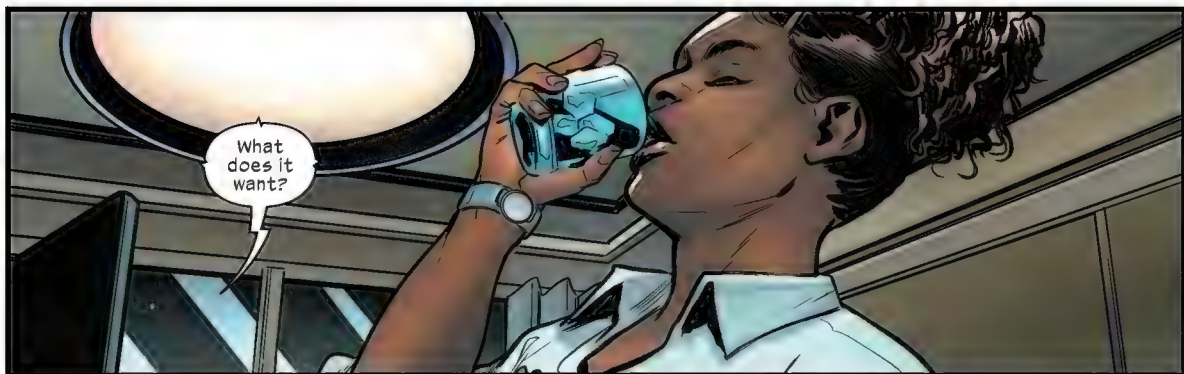
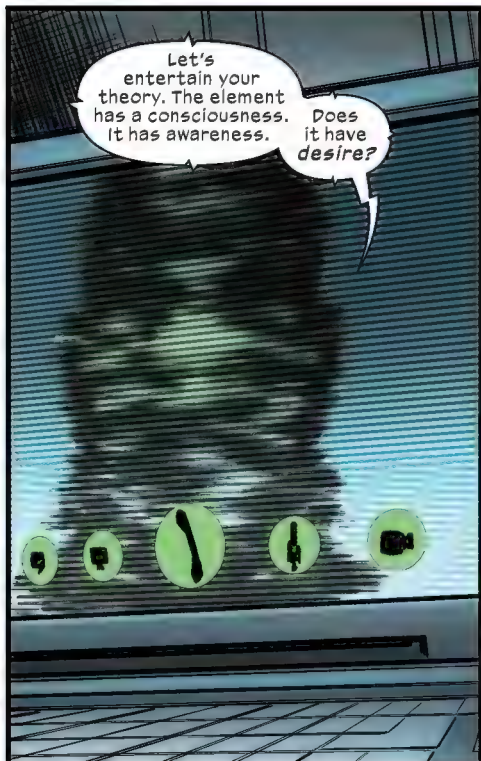
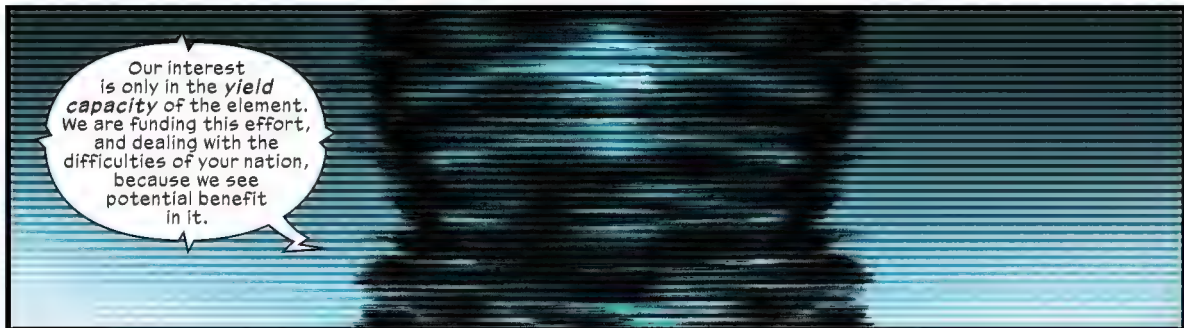


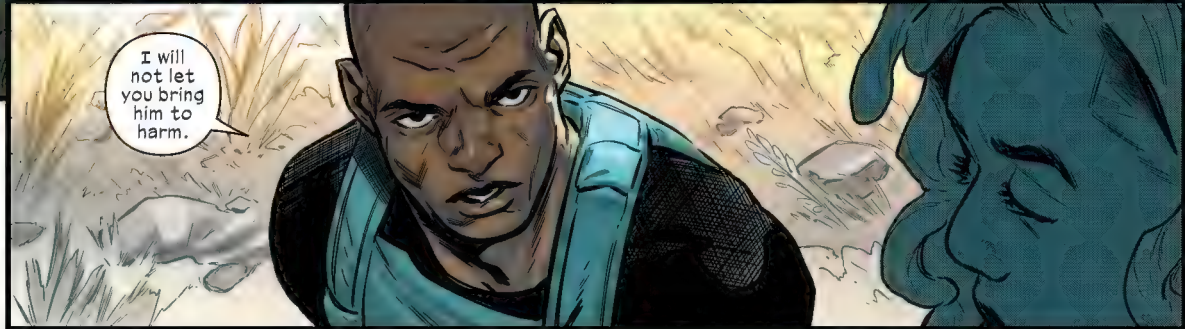
"I heard about the man exposed to it. *Adi*. Rumors that he was...transformed by being in its proximity.

"I have attempted to replicate those conditions to similar effect.

"Unsuccessfully."









--it
will be
done.

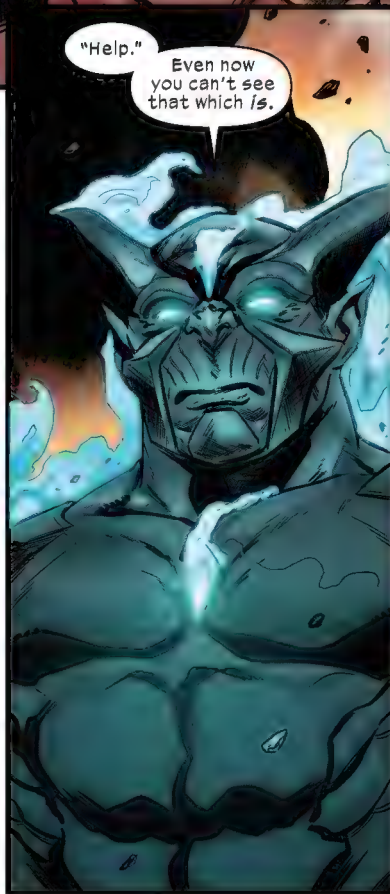




Brother...



...we tracked you. I have help with me. Whatever is happening to you, we can find the answer.



“Help.”

Even now you can’t see that which is.



VVVVVVVVVV





You have spoken in Wakanda. In the actions of Khonshu and Ra.



In my kingdom. And my blood.
What are you?



I am what you would call... a *harbinger*. Here to open a gateway. Between the *now*...



...and the *old*.

As I said. You are favored. Your land was first to find our gift.

You could stand at the pinnacle of a new world.



I am here to protect my kingdom.
And its people.



Your name is
T'Challa. You do
not understand
your blood.
Have you
ever asked
yourself...



...why was
your line allowed
to rule?



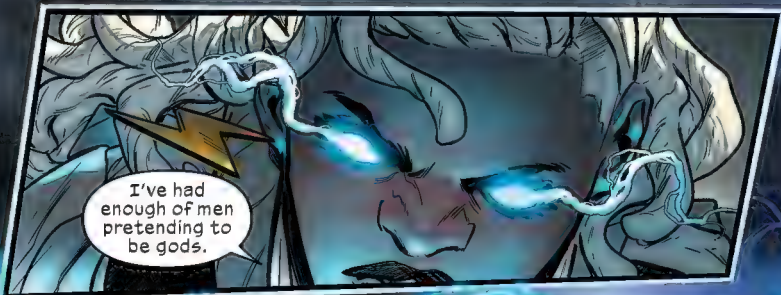
Why you
can hear our
song? Why you
have visions? Why
you fear your
dreams?

*You belong
to us, T'Challa.
Your line always
has.*



HRRRAHH--





I've had
enough of men
pretending to
be gods.



Woman
of light...



AAAAH!!

...you cannot wield these forces against me.



Orooro!



AAAAHH!



The light goes out.



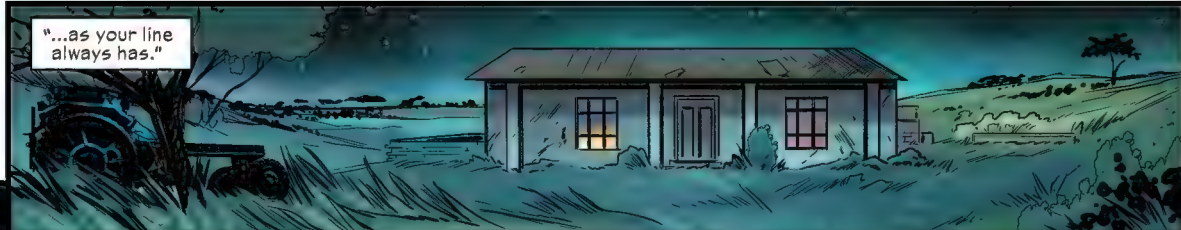
UNH!



Got you.

The gateway calls me. I have my task to accomplish.

They are coming. And you will play your role in their will...



"...as your line
always has."



Easy...



You're
safe.

You were
unconscious.
I brought us
here.



I thought
you were *dead*,
Ororo.



And it
would have
been my fault
if you were.

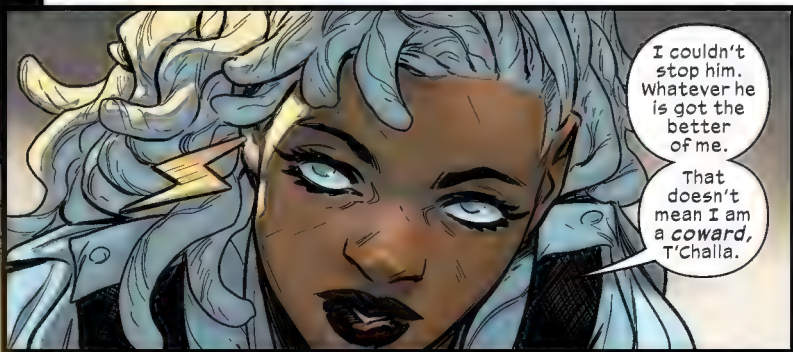


I'm very
clear...about
whose fault
it was.



You and Erik don't need to endure all of this. You can leave. He can go his own way.

I won't drag you further into this and watch you come to harm.



I couldn't stop him. Whatever he is got the better of me.

That doesn't mean I am a coward, T'Challa.



Not what I meant.

Vibranium isn't what the world thinks it is. And the things I see...



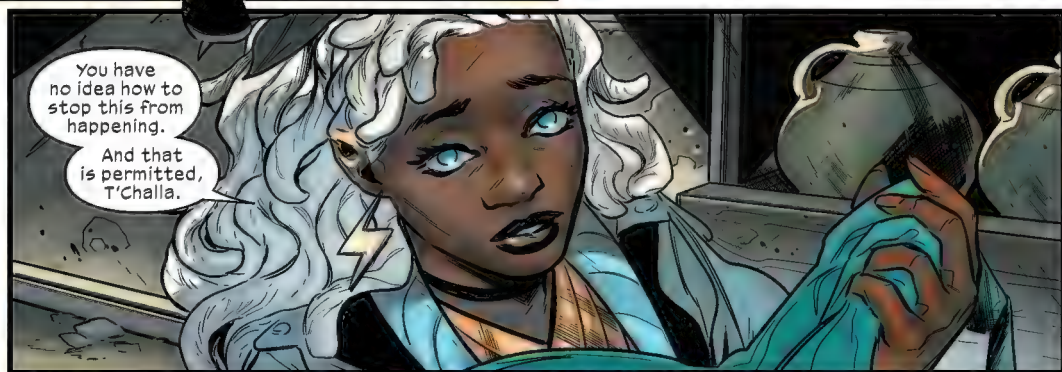
...the things I feel are coming...

I'm not sure Wakanda, or I, survive this.



Don't be another powerful man bowing to a noble death, T'Challa.

It's beneath you.





You'll remember everything that... thing told you. You'll work the problem and find a path.



He mentioned a *gateway*. Whatever it is, we can't allow it to open.



Then the path is clear.

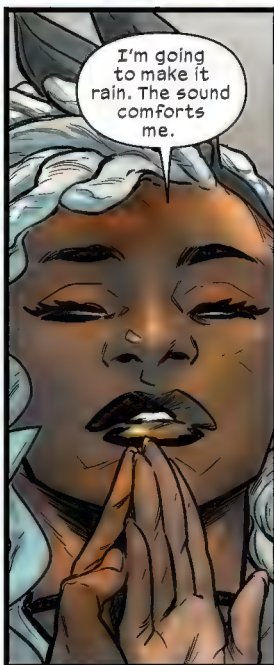


And what are *you* afraid of, Ororo?



Being confined. I'll tell you the story some other time.

Now, if you don't mind, I need to find my balance after all this.



I'm going to make it rain. The sound comforts me.



TO BE CONTINUED...



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ARTIST: **CARLOS NIETO**

COLOR ARTIST: **DAVID CUIEL**
LETTERER: **VC's CORY PETIT**
COVER ARTISTS: **STEFANO CASELLI & DAVID CUIEL**
VARIANT
COVER ARTISTS: **JAVIER GARRÓN & JESUS ABURTOV; ROD REIS**

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ASSISTANT EDITOR: **MICHELLE MARCHESE**
EDITOR: **WIL MOSS**
EDITOR IN CHIEF: **C.B. CEBULSKI**

BLACK PANTHER CREATED BY **STAN LEE & JACK KIRBY**

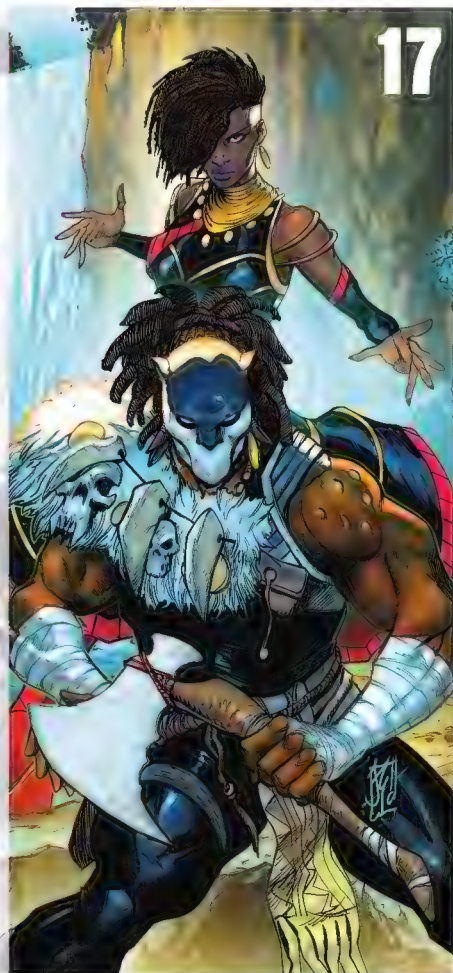
NEXT

MARVEL



ULTIMATE
BLACK PANTHER

HILL | CASELLI | CURIEL
JUNE 2025 | RATED T+ | \$4.99 US



17

ON SALE IN JUNE

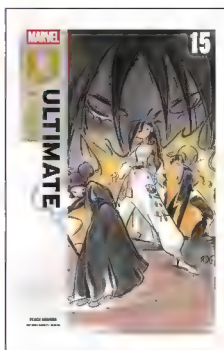
WE WANT TO HEAR FROM YOU!
EMAIL US AT ULTIMATEOFFICE@MARVEL.COM
AND MARK YOUR LETTERS "OKAY TO PRINT"!

ON SALE THIS MONTH



ULTIMATE SPIDER-MAN #17

BY JONATHAN HICKMAN
& DAVID MESSINA



ULTIMATE X-MEN #15

BY PEACH MOMOKO



ULTIMATES #12

BY DENIZ CAMP & JUAN FRIGERI



ULTIMATE WOLVERINE #5

BY CHRIS CONDON
& ALEX LINS



15

.....

A diabolical genius known as **THE MAKER** used time travel to create his ideal Earth by systematically preventing anyone from ever becoming a super hero—except for those on his secret **MAKER'S COUNCIL**, whom he stationed to rule over different regions of the world.

HI NO KUNI ("**LAND OF THE SUN**") became one of two hotbeds for mutant activity, but civilians were unaware until social media exploded with the story of **CHILDREN OF THE ATOM**, a cult for mutant youth led by a zealot known as **MAESTER**, after **KANON SAINOUCHI** and her police officer brother, **TATSUYA**, found a suitcase containing a body—but Maker's Council member **VIPER** threatened Tatsuya into silence.

MEI IGARASHI (**MAYSTORM**) leads a rebellion of former cult members, calling their new masked group **X-MEN**. Her friends **NICO MINORU** and **MORI** joined her rebellion to find their missing friends **NATSU TSUKISHIMA**, an unwilling member of the cult, and **HISAKO ICHIKI** (**ARMOR**), whose odd connection to cultist **SHINOBU KAGEYAMA** (**SHADOW KING**) puts her at the center of the cult's plans...

ULTIMATE X-MEN

CAST:



HISAKO ICHIKI
ARMOR



MEI IGARASHI
MAYSTORM



NICO MINORU
FLEDGLING PSYCHIC



MORI
NICO'S FRIEND



NATSU TSUKISHIMA
NICO'S FRIEND



KANON SAINOUCHI
PSYLOCKE



SHINOBU KAGEYAMA
SHADOW KING



NORIKO ASHIDA
SURGE, MEMBER
OF THE CHILDREN
OF THE ATOM

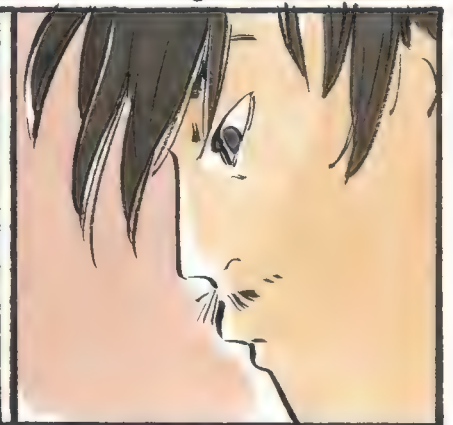
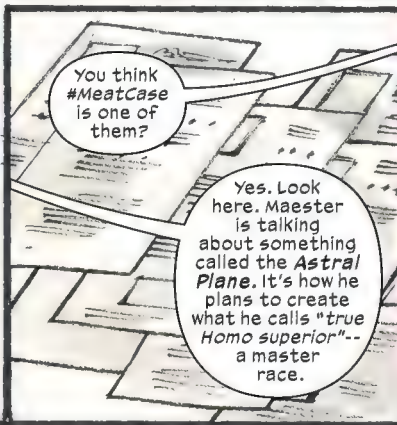
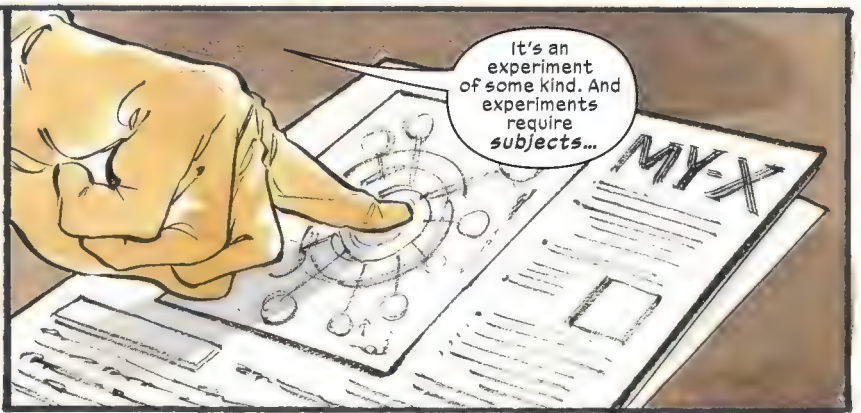
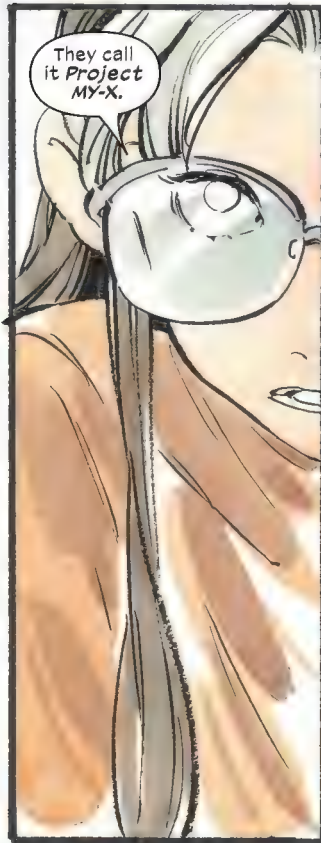
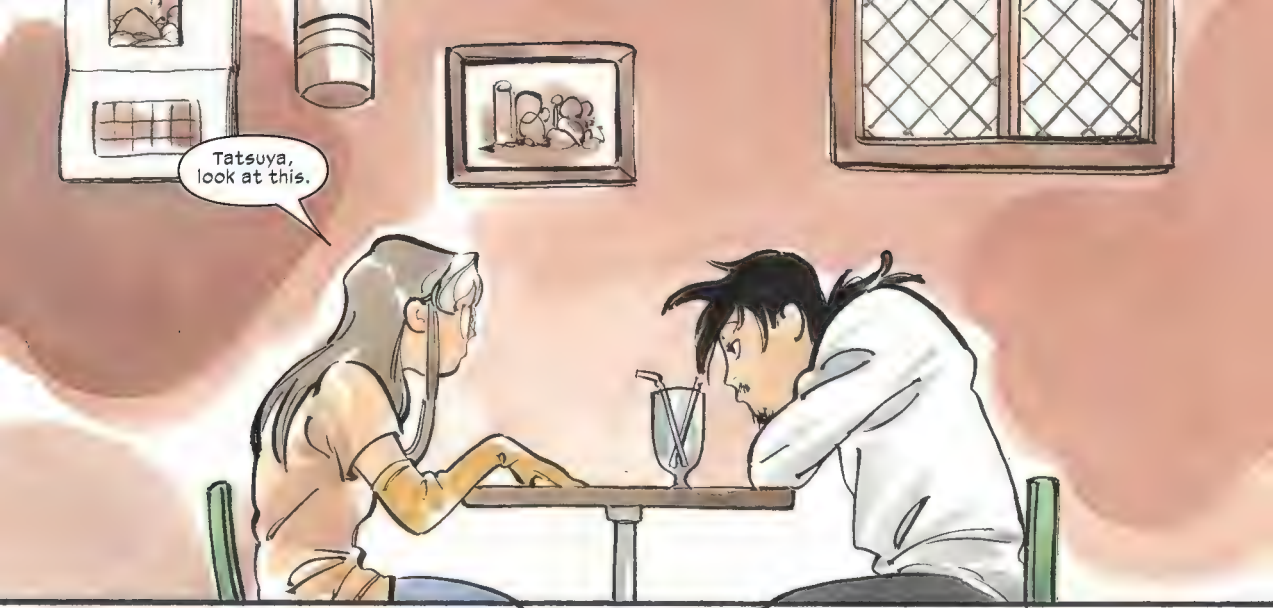


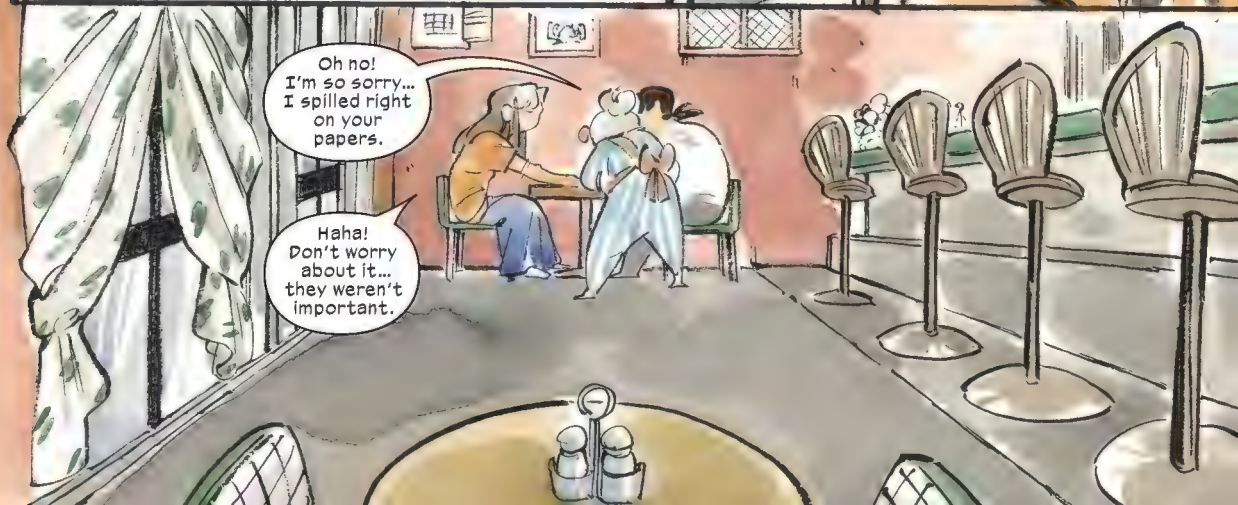
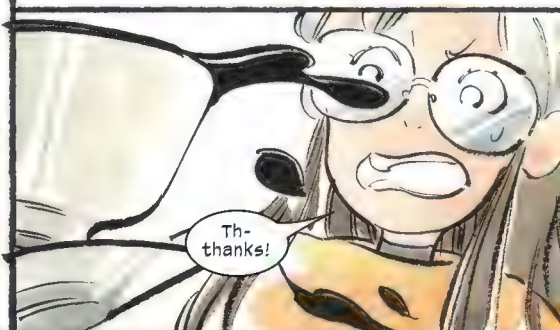
VIPER
ONE OF THE
MAKER'S COUNCIL

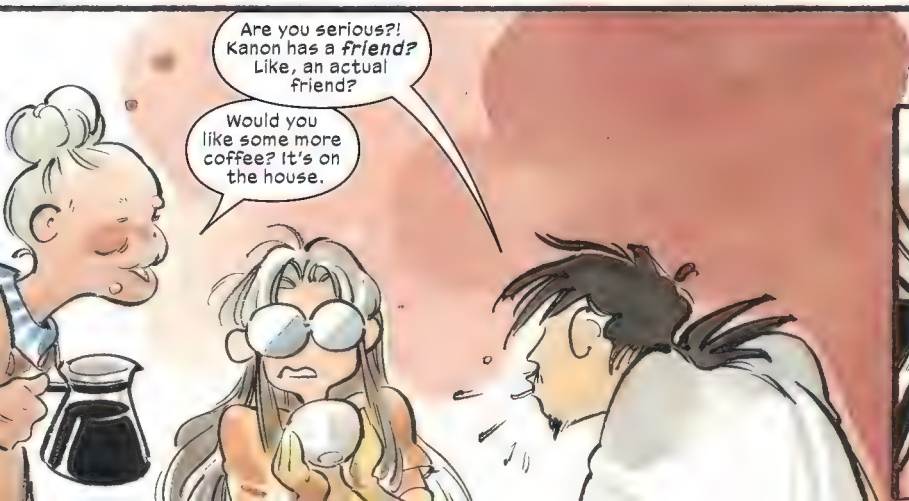
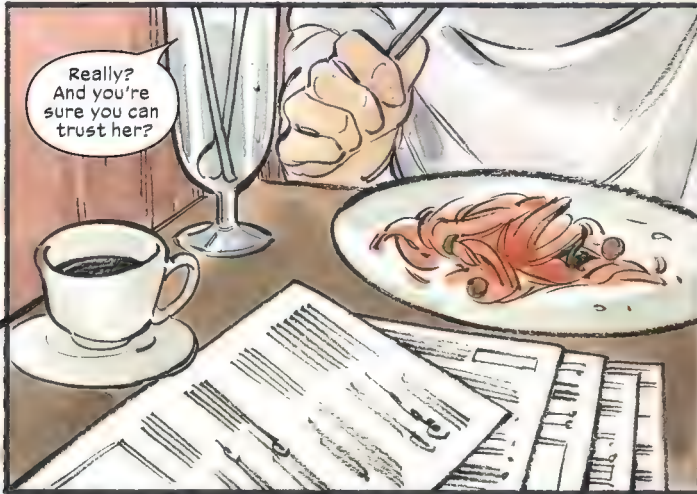
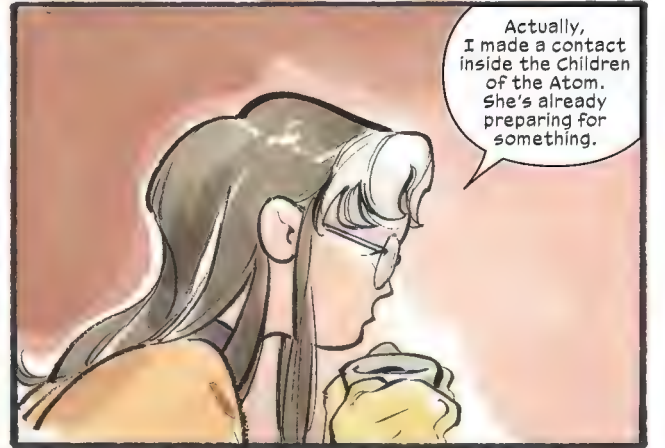


MAESTER
CHILDREN OF
THE ATOM LEADER

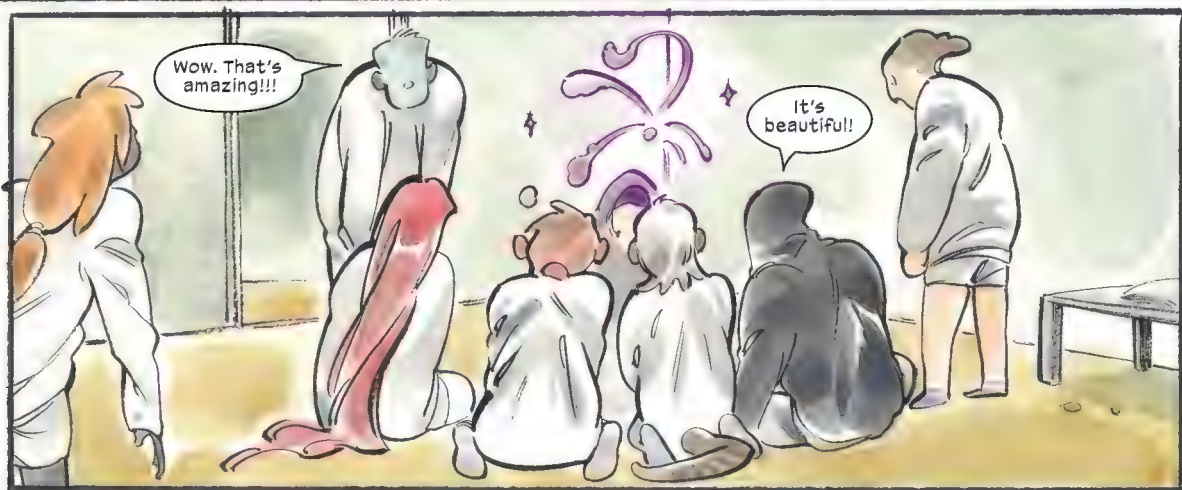
MAY 2025







TEMPLE OF
CHILDREN OF
THE ATOM.
OKU KIRISAKI CITY.



Wow. That's
amazing!!!

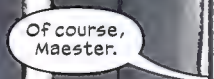
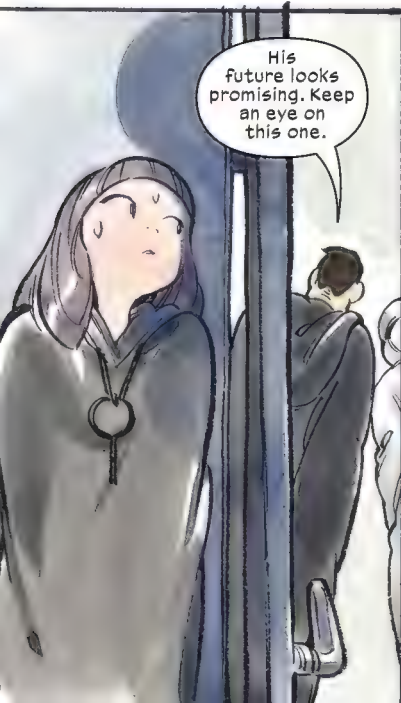
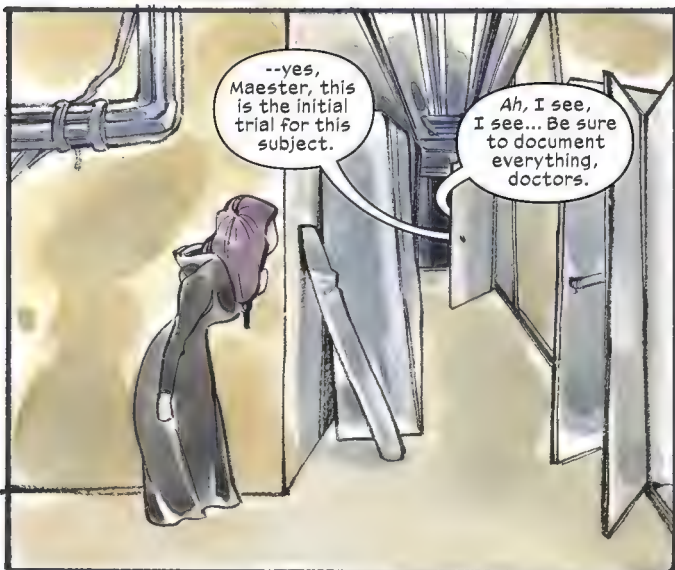
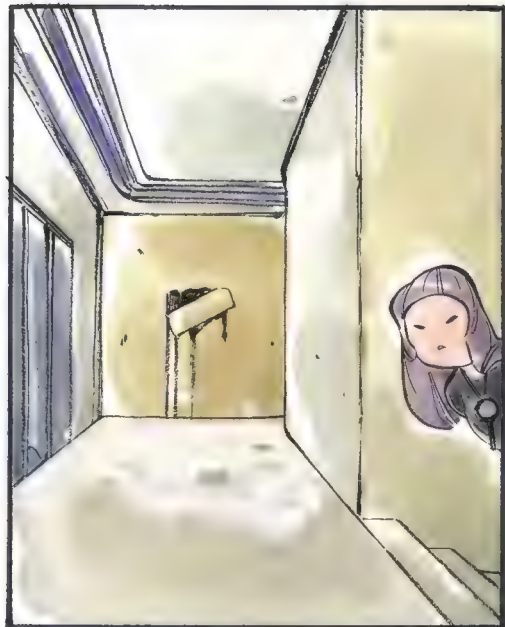
It's
beautiful!!

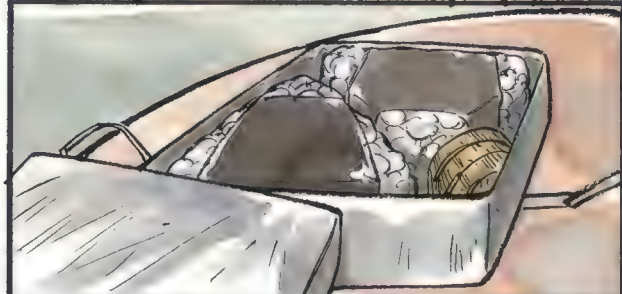
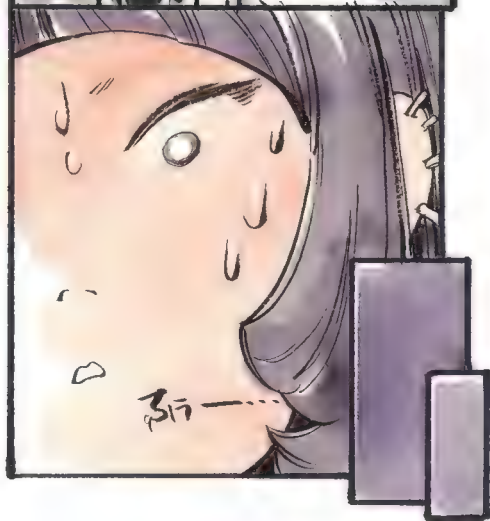
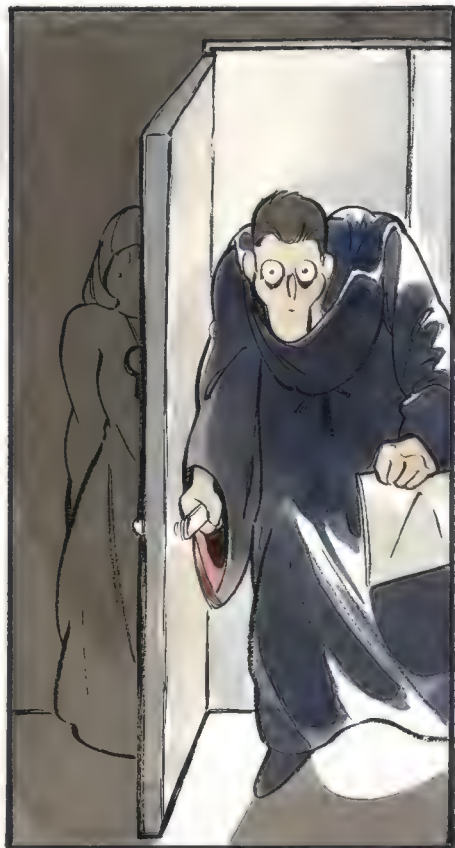
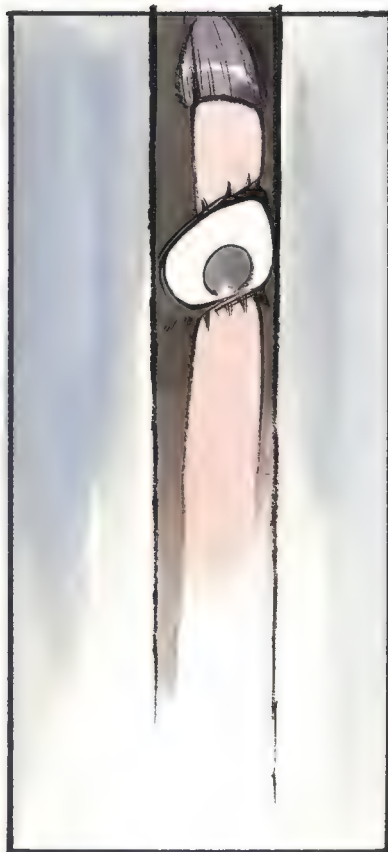


Wooooooooo!!!

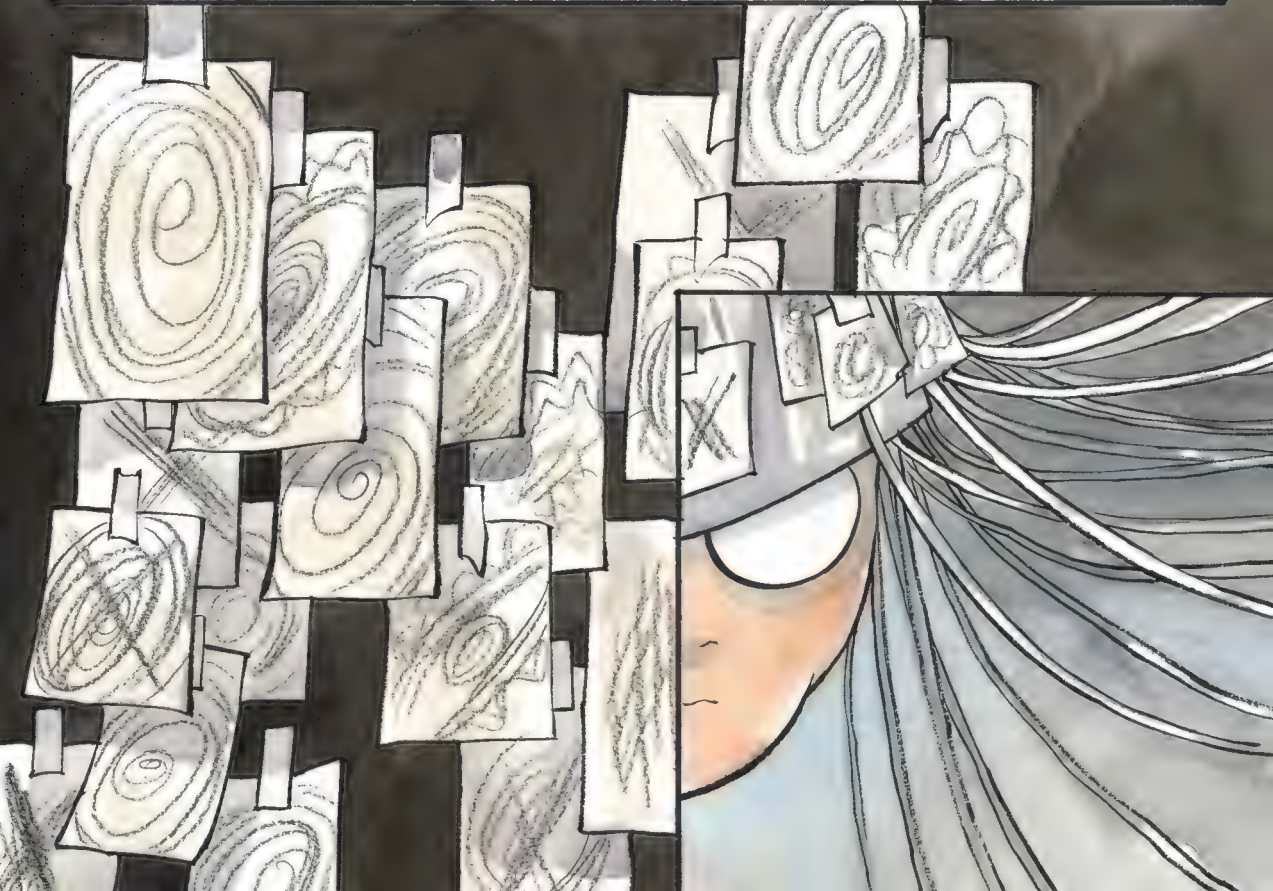
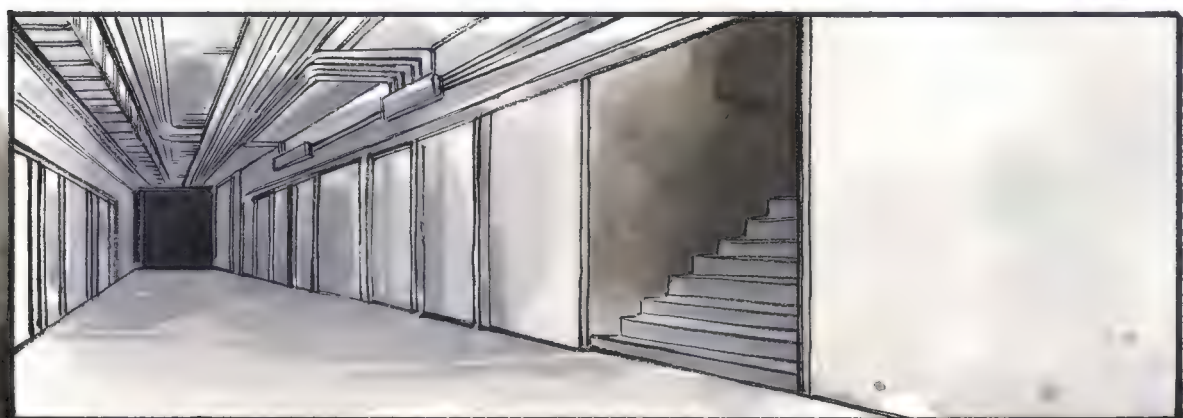
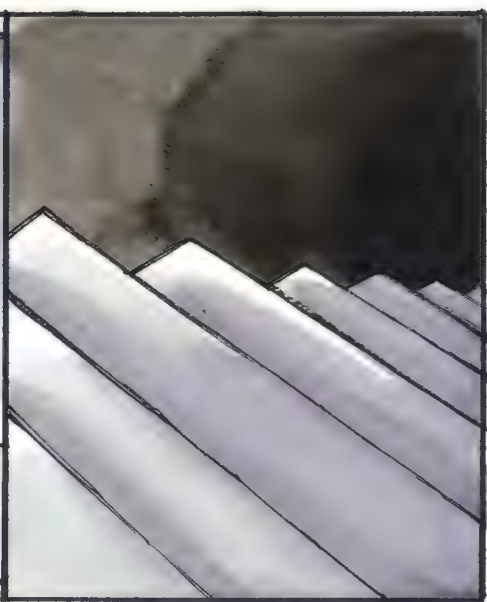


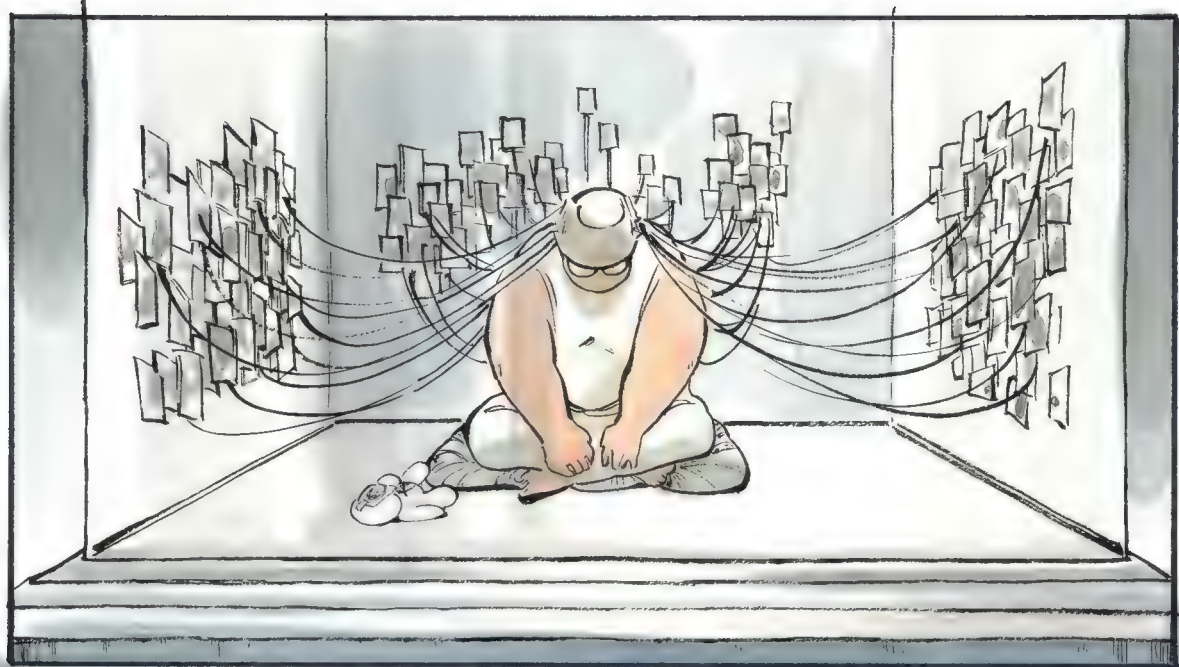






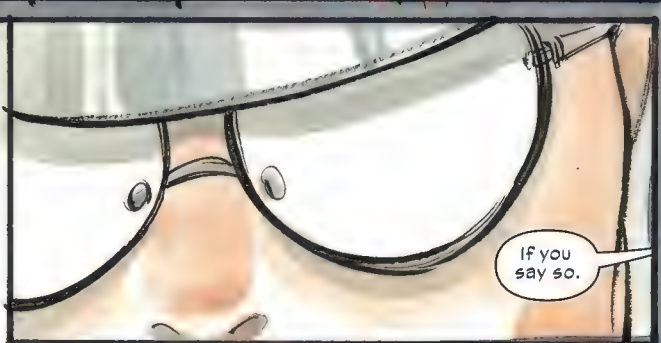


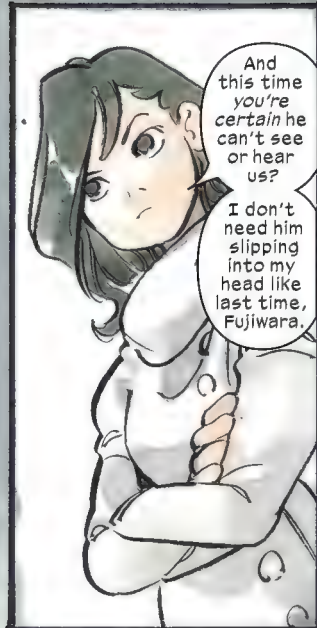


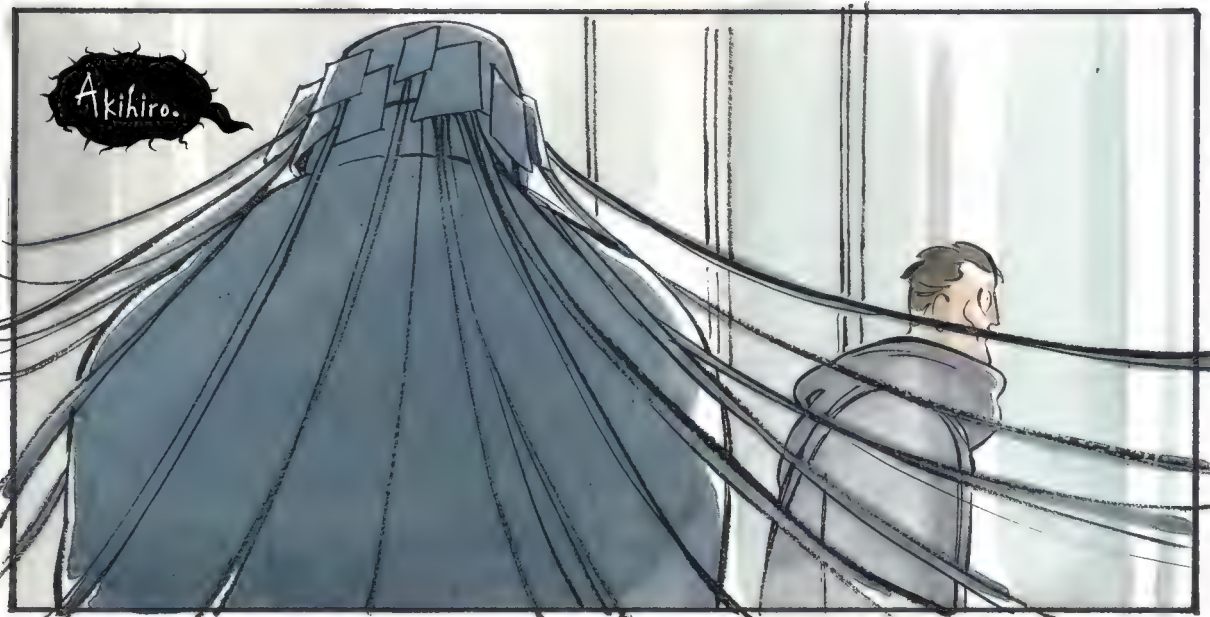


What is he doing?

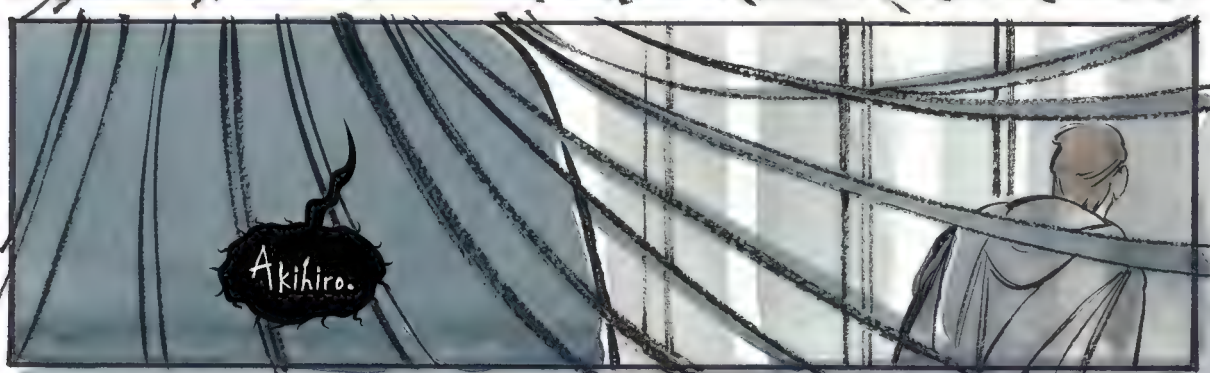
A process he calls his *sacred initiation*.







Akihiro.



Akihiro.



I must...
...kill
Akihiro...
...or...they
will come.



Akihiro.

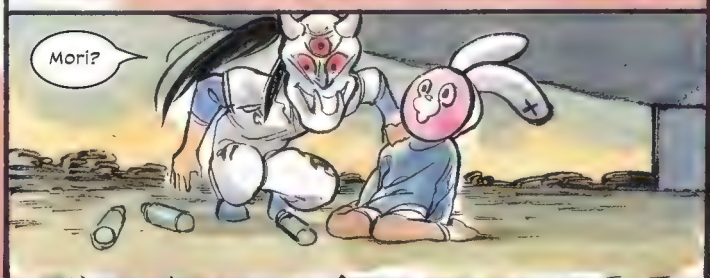
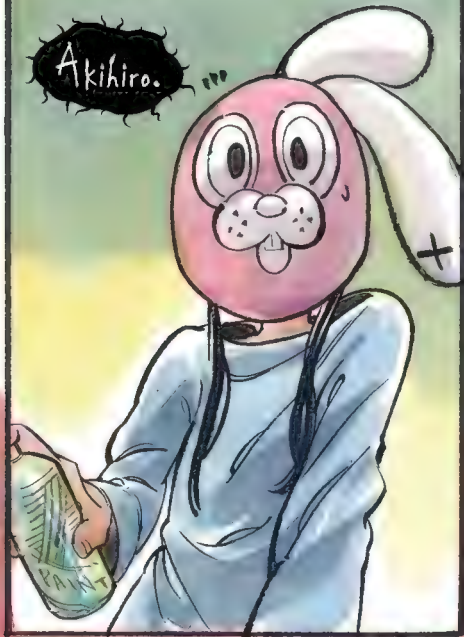
Akihiro.

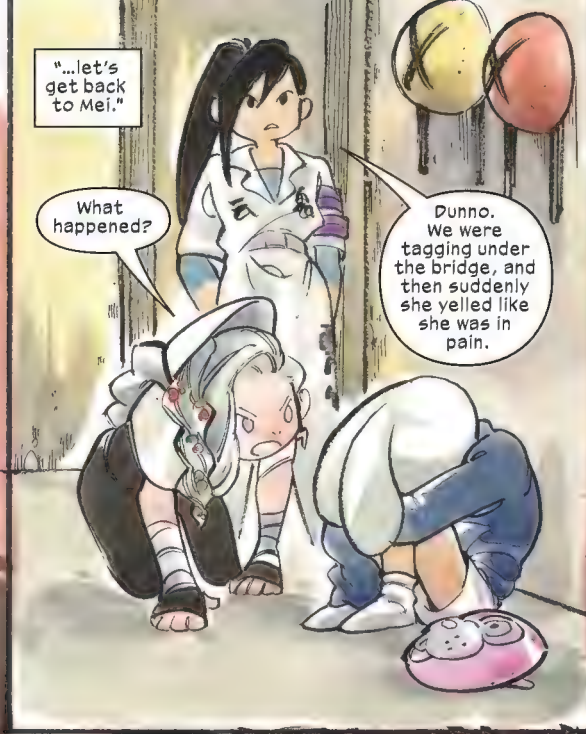
Akihiro.

Akihiro.

N-no...
p-please...
I don't
want...

AKIHIRO.





"...let's
get back
to Mei."

What
happened?

Dunno.
We were
tagging under
the bridge, and
then suddenly
she yelled like
she was in
pain.



I don't know
either...I was fine,
but then so much pain...
like I was being
ripped apart.

I heard
someone say
a name, over
and over
again...

"Akihiro..."



"I saw
a face...
it was so
scary..."

"That was
Akihiro."

"It felt like
a memory...not
mine...someone
else's..."

"I don't
know what
to say. But
it was
real..."

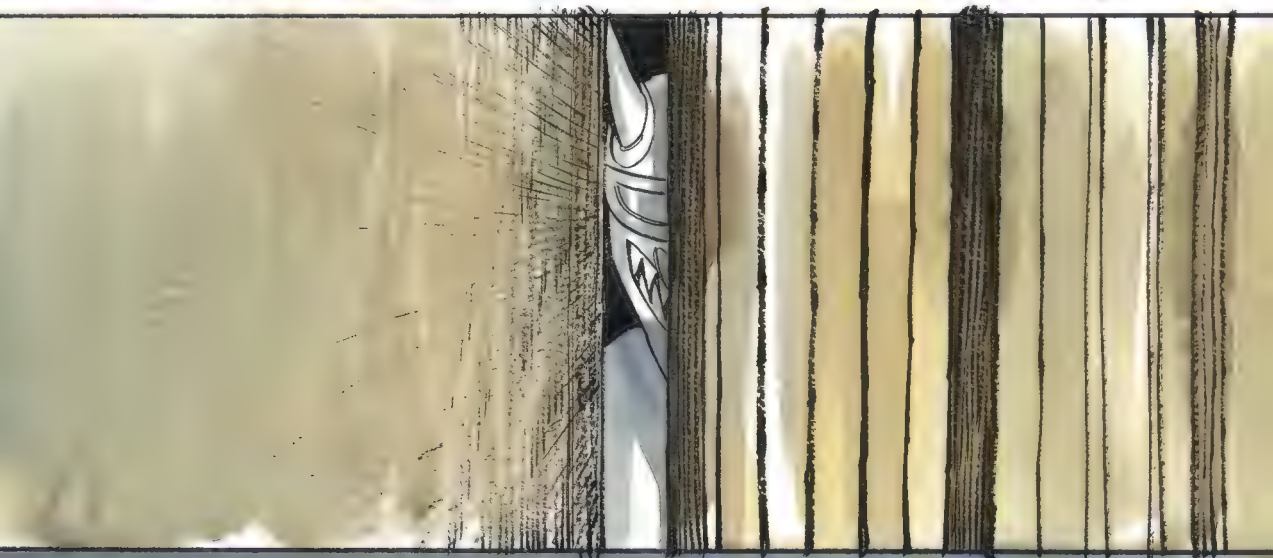
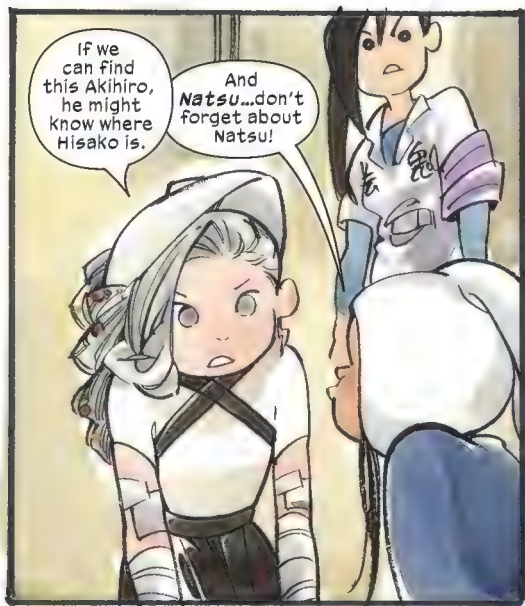


"He was
looking
at my body,
torn to
pieces..."

"I saw inside
his eyes...the
symbol...Children
of the Atom..."

"It was a
gateway..."

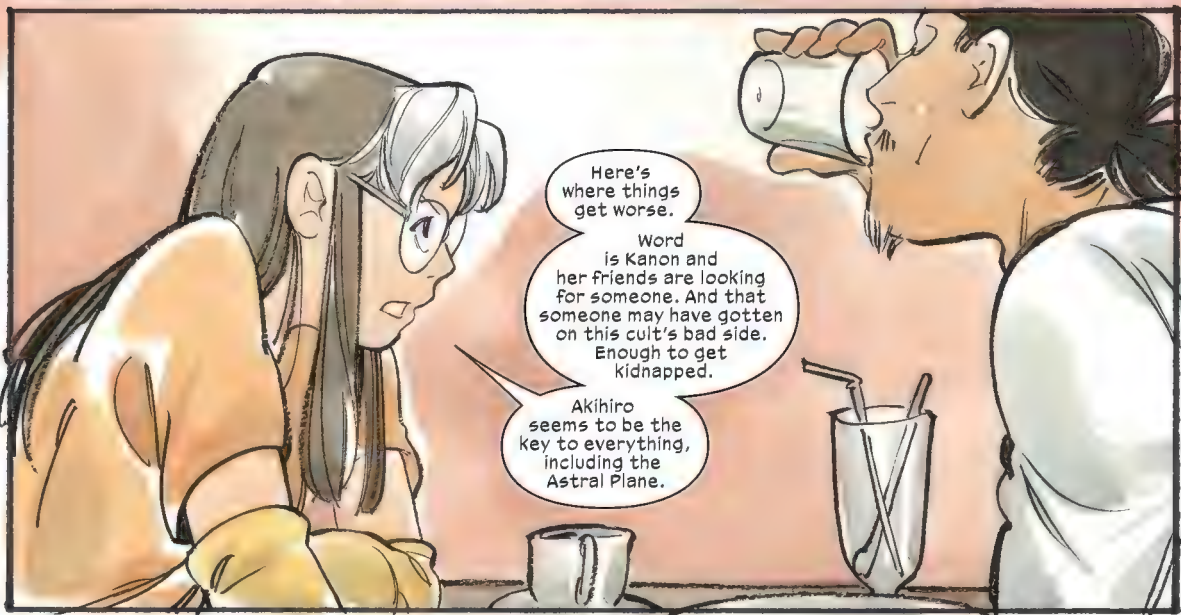
"And then
I saw
Hisako..."





Check this, Tatsuya--I did some deep digging. See this old photo? This is Akihiro.

Age unknown... address unknown... by some accounts, the first mutant. By others, the first test subject. Either way, associated with the Children of the Atom.



Here's where things get worse.

Word is Kanon and her friends are looking for someone. And that someone may have gotten on this cult's bad side. Enough to get kidnapped.

Akihiro seems to be the key to everything, including the Astral Plane.



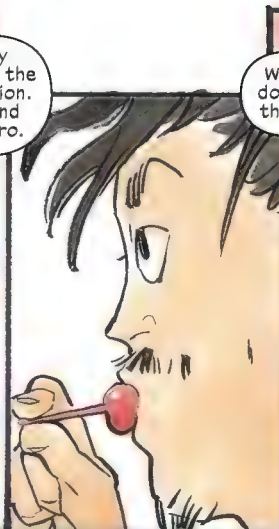
Here's your melon soda.

Again? Isn't that your second one today?

Leave my melon sodas alone.



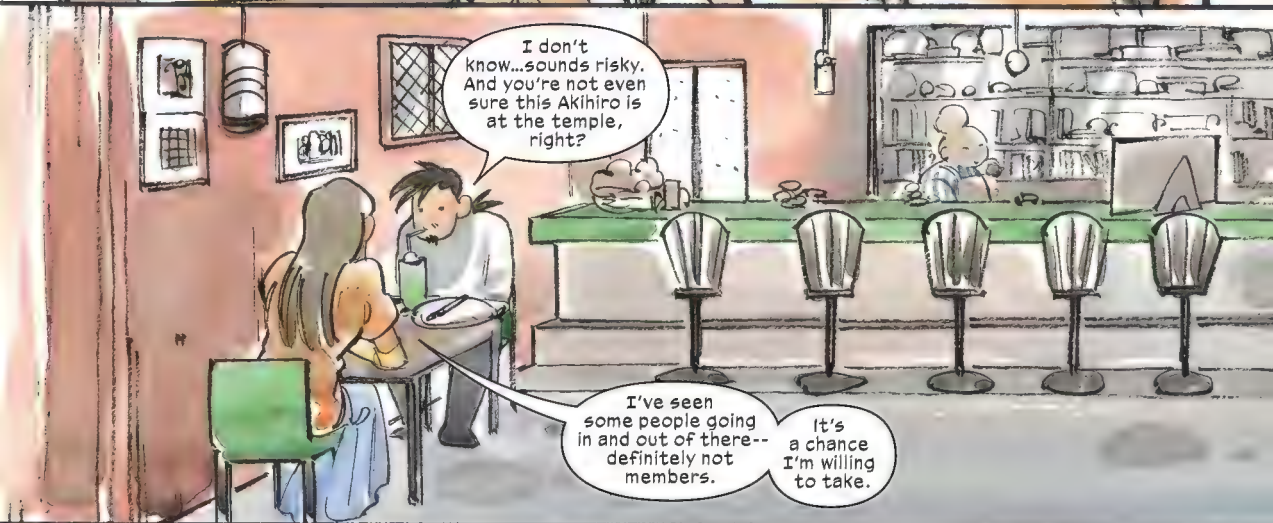
My guess is Kanon and her friends are planning to raid the temple. I say we take advantage of this.



They create the diversion. We find Akihiro.



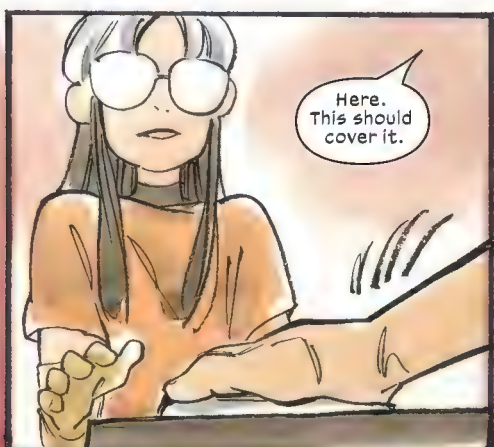
What do you think?



I don't know...sounds risky. And you're not even sure this Akihiro is at the temple, right?

I've seen some people going in and out of there-- definitely not members.

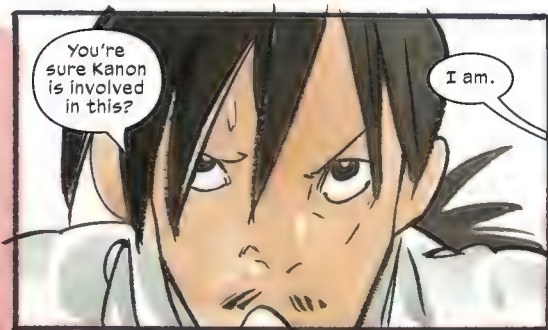
It's a chance I'm willing to take.



Here. This should cover it.



Thanks! wait...



You're sure Kanon is involved in this?

I am.



And all this time, I've just been hiding...

Look, she's my sister. I don't want her to get hurt. But knowing Kanon, trouble's already found her...

To be continued...

LEXICON

純喫茶

CAFÉ MENU

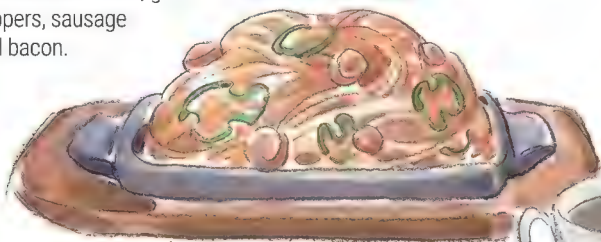
定番メニュー - 2" 好きなもの

Some of Peach's favorite items from a typical café menu...

NAPORITAN SPAGHETTI

Soft-cooked spaghetti with tomato ketchup, onions, button mushrooms, green peppers, sausage and bacon.

ナポリタン



COFFEE JELLY

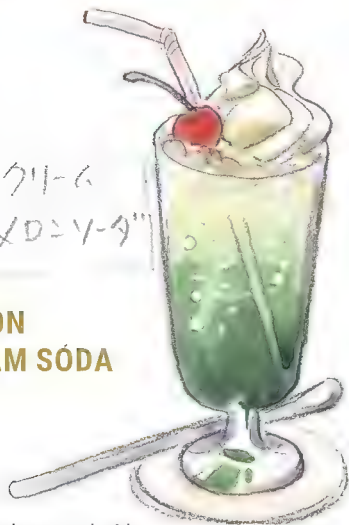
コーヒーゼリー



Chilled gelatinous dessert flavored with sweetened coffee.

MELON CREAM SODA

クリーム
メロンソーダ



Melon soda topped with vanilla ice cream and a maraschino cherry.

PIZZA TOAST SET

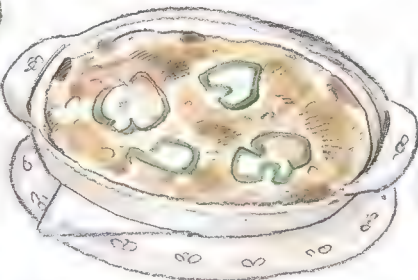
ピザトースト
セット



A thick slice of milk bread topped with pizza sauce, cheese and other pizza toppings, such as ham and peppers.

DORIA

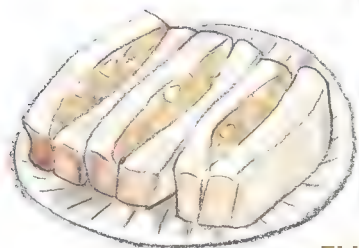
ホワイトソース
ポタージュ
ドリア



Rice casserole dish with a creamy white sauce similar to gratin.

FLUFFY EGG SANDWICH

黄金の
ふわふわ卵サンド



A creamy, fluffy egg salad sandwich.



WRITER & ARTIST: **PEACH MOMOKO**

SCRIPT ADAPTATION: **ZACK DAVISSON**

LETTERER: **VC's TRAVIS LANHAM**

COVER ARTIST: **PEACH MOMOKO**

VARIANT

COVER ARTISTS: **DAVID BALDEÓN & JESUS ABURTOV;
KYLE HOTZ & RACHELLE ROSENBERG;
PEACH MOMOKO; STAN SAKAI & EMI FUJII**

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EDITOR IN CHIEF: **C.B. CEBULSKI**

X-MEN CREATED BY **STAN LEE & JACK KIRBY**

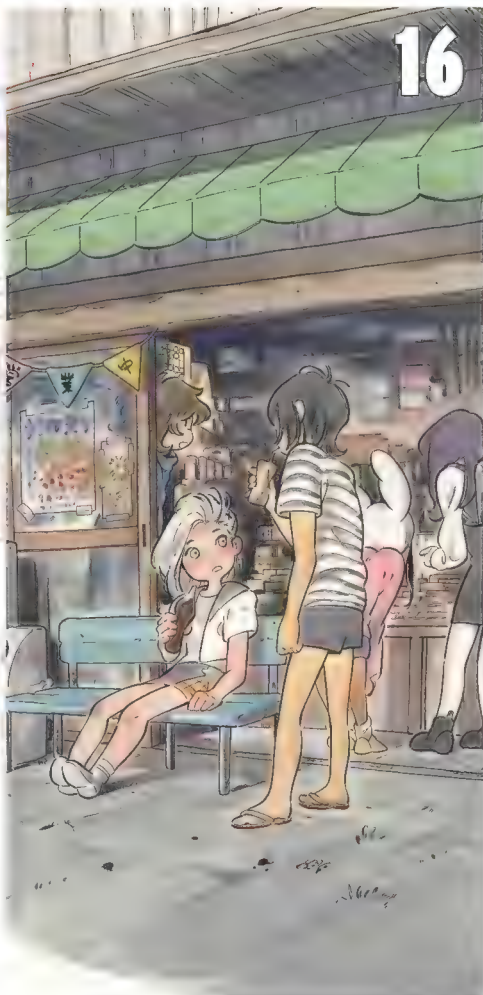
NEXT

MARVEL



X-MEN
ULTIMATE

16



PEACH MOMOKO

JUL. 2025 RATED T+ \$4.99 US

ON SALE IN JUNE

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AND MARK YOUR LETTERS "OKAY TO PRINT"!

ON SALE THIS MONTH



ULTIMATE SPIDER-MAN #17

BY JONATHAN HICKMAN
& DAVID MESSINA



ULTIMATE BLACK PANTHER #16

BY BRYAN HILL
& CARLOS NIETO



ULTIMATES #12

BY DENIZ CAMP & JUAN FRIGERI



ULTIMATE WOLVERINE #5

BY CHRIS CONDON
& ALEX LINS



12

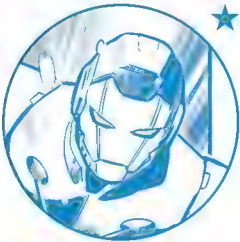
A diabolical genius known as **THE MAKER** used time travel to create his ideal Earth by systematically preventing anyone from ever becoming a super hero and by establishing a secret council of super villains, **THE MAKER'S COUNCIL**, that rules the world from the shadows.

But now the Maker is gone, locked away for the next seven months by inventor **HOWARD STARK**. Howard's teenage son, **TONY**, took on the codename **IRON LAD** and began recruiting a network of heroes to fight back against the Maker's Council and prepare for the Maker's return.

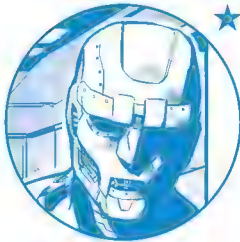
Recently, Maker's Council member **HULK** brutally defeated this network of **ULTIMATES**. **DOOM** barely managed to rescue them—except **SHE-HULK** cried out that he'd arrived too late; Iron Lad was dead. Miraculously, though, Tony survived, and after months of grueling recovery, he is ready to return...

THE ULTIMATES

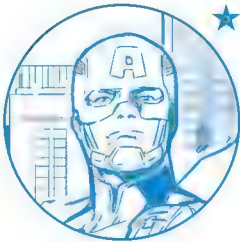
CAST:



IRON LAD
TONY STARK



DOOM
REED RICHARDS



CAPTAIN AMERICA
STEVE ROGERS



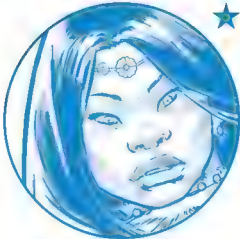
HAWKEYE
CHARLI RAMSEY



THOR
GOD OF THUNDER



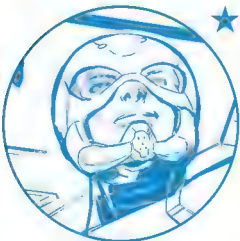
SIF
WARRIOR GODDESS



SHE-HULK
LEJORI JOENA ZAKARIA



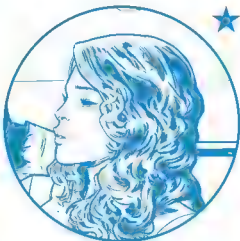
LUKE CAGE
PRISON REVOLTER



GIANT-MAN
HANK PYM



WASP
JANET VAN DYNE



AMERICA CHAVEZ
COSMIC POWERHOUSE



THE HUMAN TORCH
JIM HAMMOND

MAY 2025



It's dangerous for me. Talking to you.



You have nothing to worry about. You're *protected*. Sheltered in the palm of H.A.N.D.

Now... what have you got for me?



Tony... Iron Lad called a meeting.

The entire network? On the satellite?



No. Half of us were there *remotely*. After what happened in Heaven, they never assemble the entire network all at once.

They've learned.



All right, start from the beginning. What happened at this *meeting*?

This is what
happened.

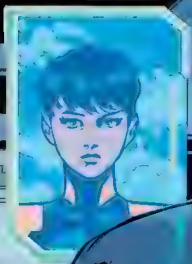




Tony,
what...?

*That's my
nightmare.
How did you
get footage
of--*

*Our
nightmare,
Janet.
Remember?
We are
all--*



*...meaning
to see someone
about them, but then I
think, "Well, Hank, nobody
specializes in terrorist
post-traumatic stress
or nightmares of Hulks
rampaging through
Heaven..."*



Not just a
nightmare.



Tell
them,
Doom.

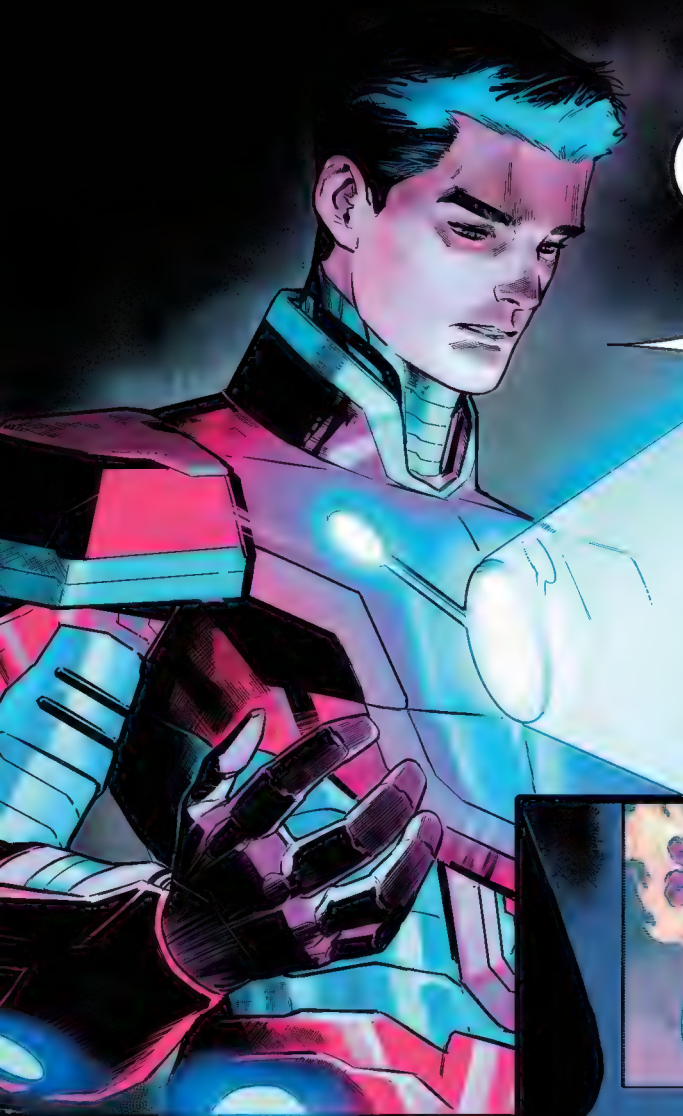
Tell
them or
I will.



Fine.



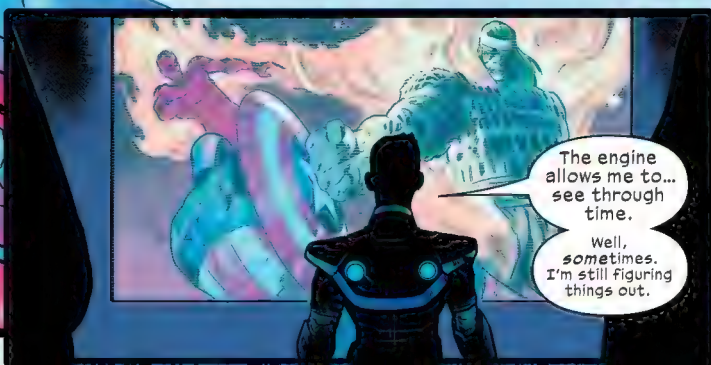
Tony,
what's going
on--?



Since
I fused the
Immortus Engine
with my nervous
system--

--freezing
myself forever in
the *decisecond*
before death--

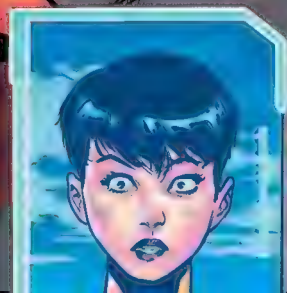
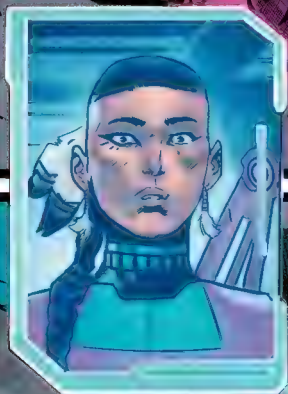
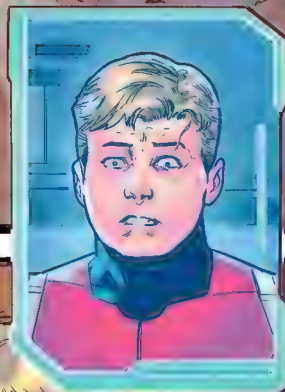
--I've been
catching up
on what I
missed.



The engine
allows me to...
see through
time.

Well,
sometimes.
I'm still figuring
things out.







Sigh It was all very... messy.



By the time I found you... what I found was unacceptable.



So I intervened.



That was what happened. But it didn't have to be.

And it isn't what happened anymore.



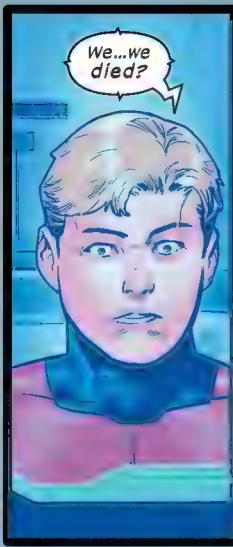
I saved your lives. You are welcome.



"Welcome"...?



Wait...you're saying th-that really happened? I thought I was all screwed up in the head, man!



We...we died?



That's up.



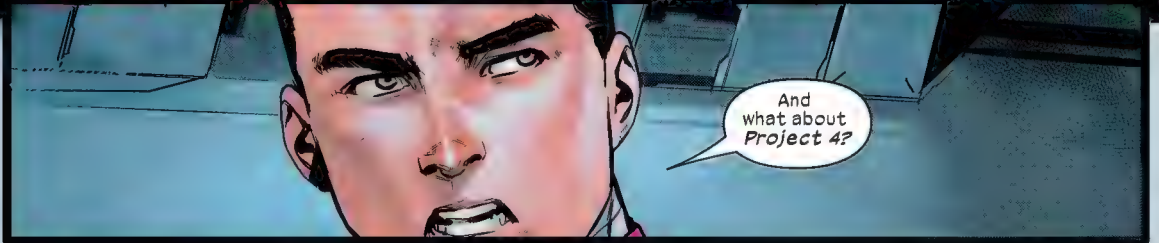
I knew you died, Tony... I knew...



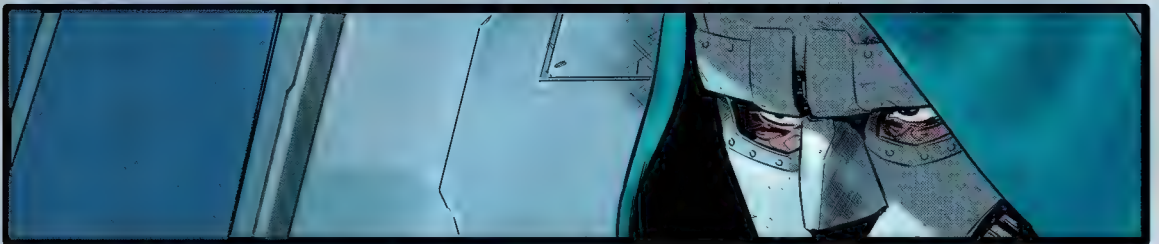
You've been lying to us, Doom. You've been lying to us *all*. And you broke our agreement--

I saved your lives!
I saved the *Ultimates!*
Our agreement? You should be kissing my feet!

Everything I have done, I have done for the *cause!*



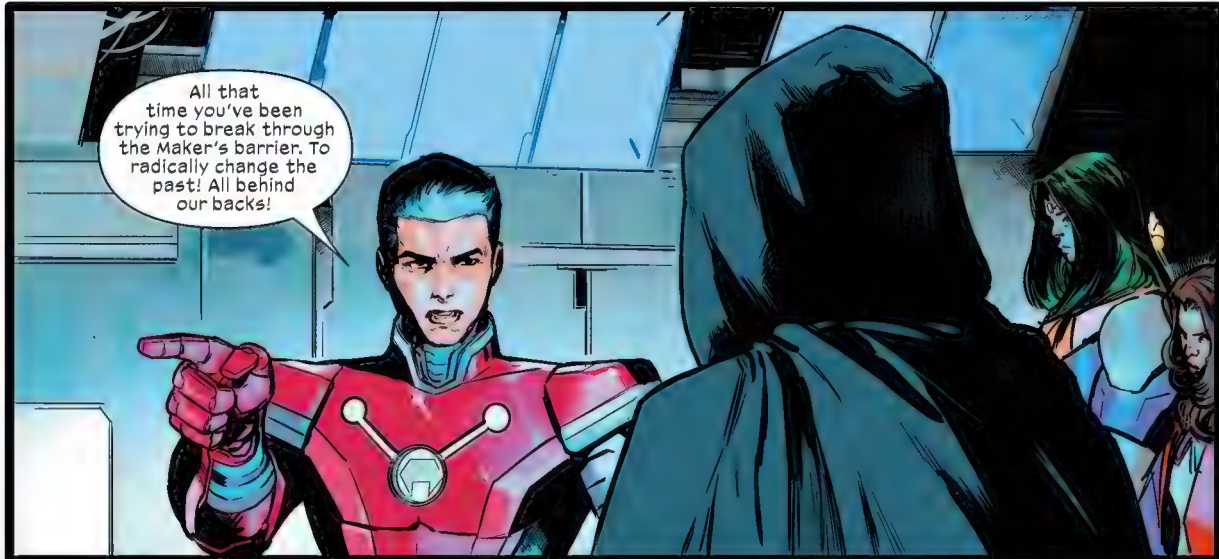
And what about Project 4?



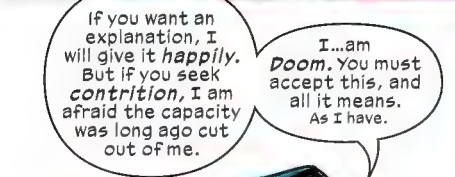


"All that time, supposedly working out 'the correct dose of cosmic energy.' All a *lie*."

"Those poor dead mice."



All that time you've been trying to break through the Maker's barrier. To radically change the past! All behind our backs!



If you want an explanation, I will give it *happily*. But if you seek *contrition*, I am afraid the capacity was long ago cut out of me.

I...am *Doom*. You must accept this, and all it means. As I have.



You're *irresponsible*! You could have destroyed *everything*! You know what happened to the Guardians--you could erase this world!



And what in this world is so worth *saving*?! **Tell me!**



"Fix the world."
Those were *your* words.
That is the supposed
purpose of the
Ultimates. Well, I am
trying!

Can you
say the same?
Can *any* of
you say the
same?!



Hold on,
rewriting reality?
Killing ourselves?
Isn't that a little...
extreme?

This is
not what I
agreed
to--

I admire
the ambition,
but did you even
have a plan for
once you broke
through?

yeah, like
how's you getting
your family back
gonna help the
rest of--?



Just tell
me: Is that
why you took
us out *after*
I was--

--after
he--?

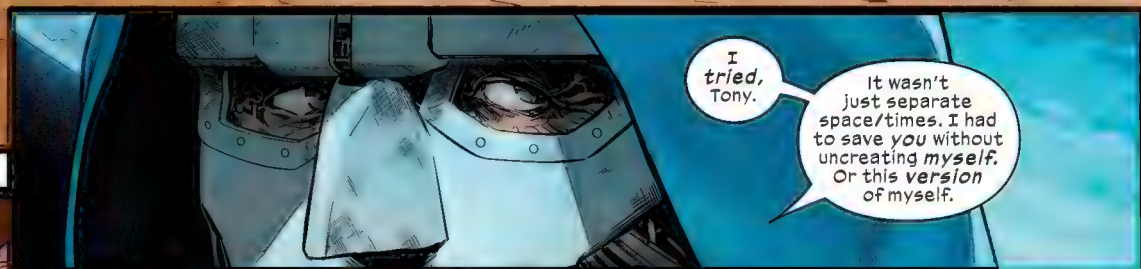
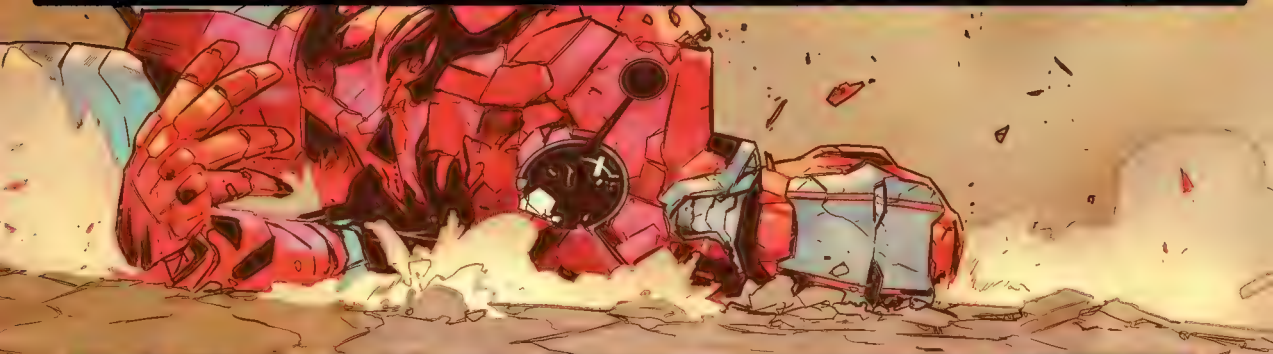
Were
you trying to
cover your
tracks?



...
Is that
really what
you think
of me?

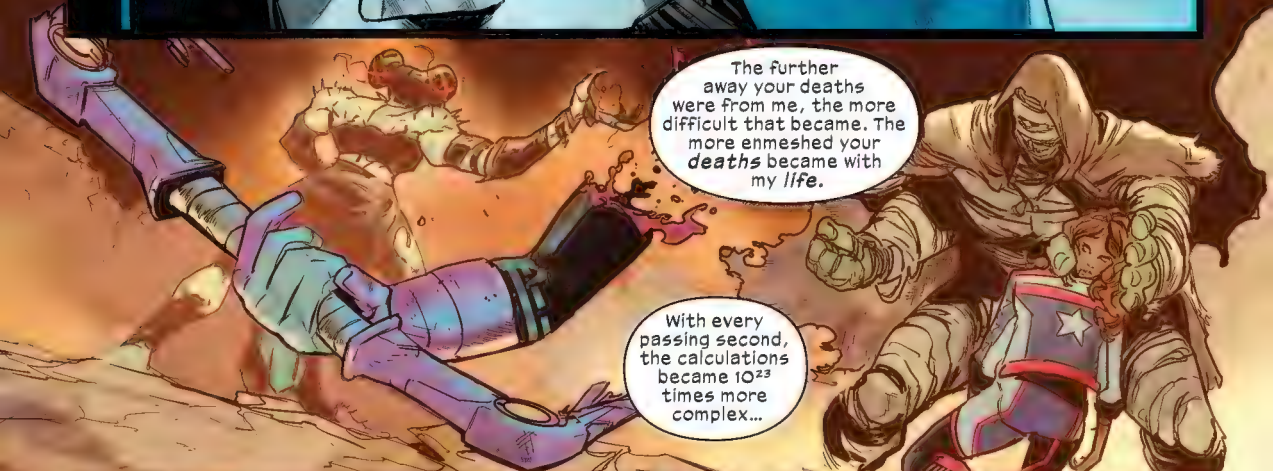
I don't know
what to think.
It just seems a bit...
convenient, doesn't
it? I'm the only other
one who could have
understood what
you've been
doing.

Why
else...why
would you let
that **happen**
to me?



I
tried,
Tony.

It wasn't
just separate
space/times. I had
to save **you** without
uncreating **myself**.
Or this **version**
of myself.



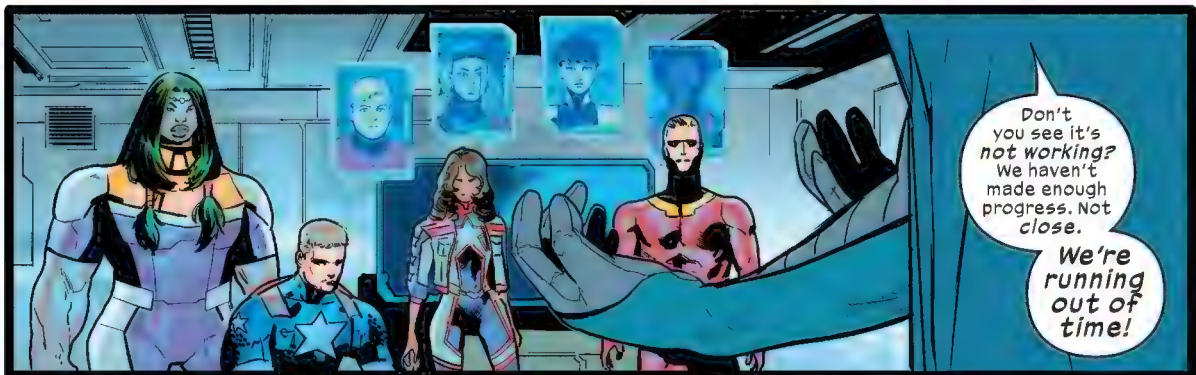
The further
away your deaths
were from me, the more
difficult that became. The
more enmeshed your
deaths became with
my **life**.

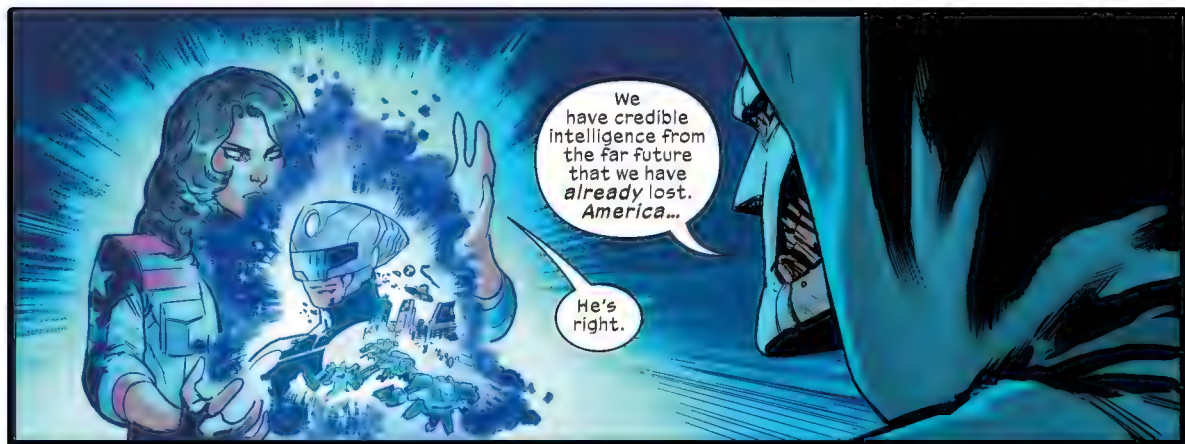
With every
passing second,
the calculations
became 10^{23}
times more
complex...



I **tried**.
I tried to get
you out before...
from the
beginning...

...I tried
to save
you...





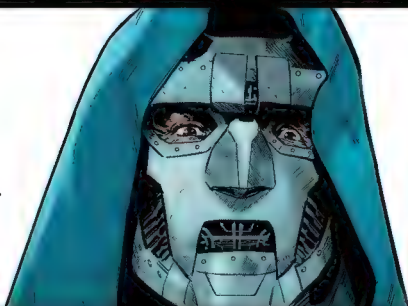
You're *right*...
If I can break the
Maker's barrier, I will
save my family. Fix at
least one piece of
this world.

Isn't that
what we all
came here
to do?



I will make
a *better* world
in this one's place.
Even if there
is no place for
me in it.

A world
without
Doom.

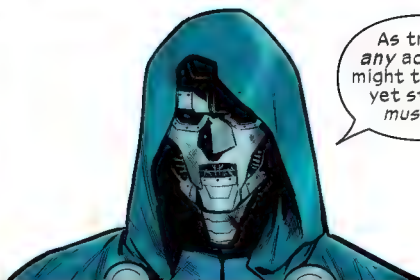


You
haven't
thought this
through. *God*,
this is basic
complexity
science!

Your
actions
will have
unpredictable,
unintended
consequences.
They could lead
to something
worse!

As true of
any action we
might take. And
yet still...we
must act.

Even
with incomplete
knowledge. And
knowledge of our
incompleteness.



You all talk of
revolution, but when
the decisive moment
comes...? Even *knowing*
we will fail--*knowing* for
an *absolute* certainty--
you refuse to take
the necessary
steps!



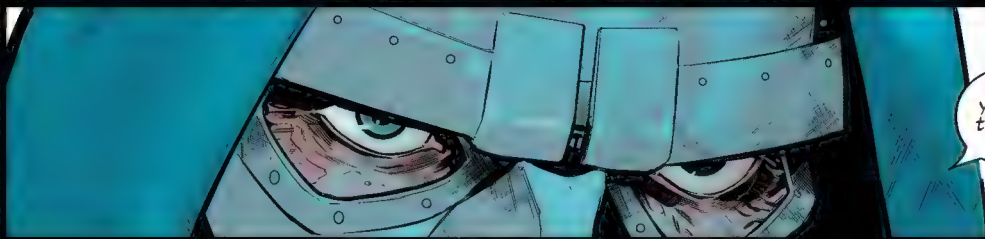
What
are you waiting
for? This world is a
prison. What do you
have to lose but
your chains?

That is
why I lied and
obfuscated. I knew
you would not
approve.



But I knew
also that I was
right. Radical action
and imagination are
what are called
for now.

I assure
you...I have
thought *this*
through.







Doom's right.



Huh!

Really?

I was not expecting that.

I...



I agree with you. This isn't working.

I expected a pointless fight.



But I don't think trying to break through the barrier is any better.

If you haven't cracked it by now, there's no guarantee you'll crack it in the next six months. And six months is what we've got.

That's before getting into the ethics of killing trillions...

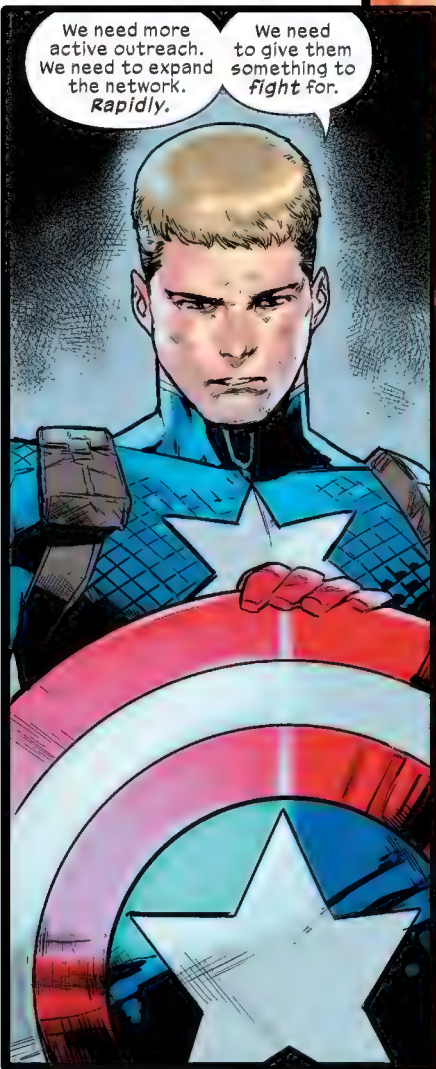


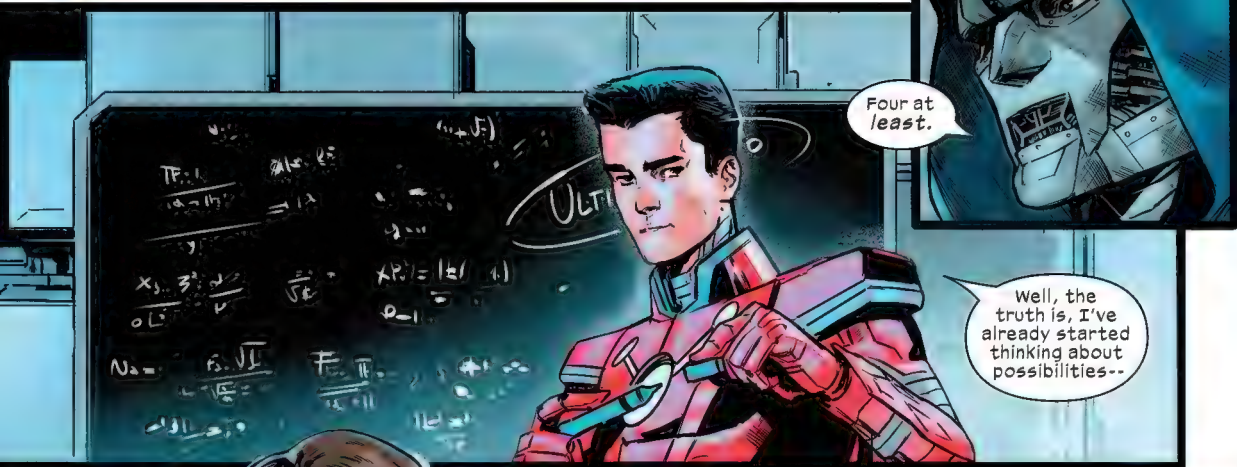
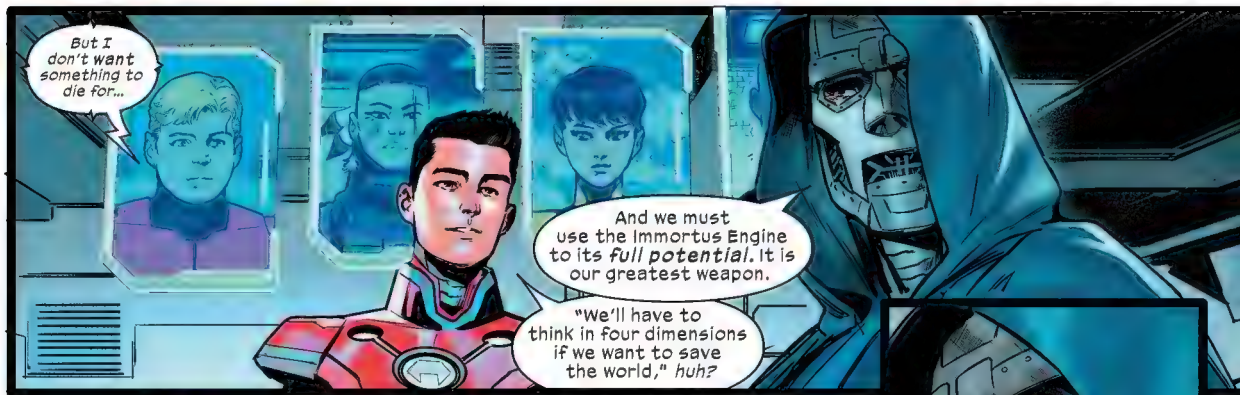
And Tony, the "origin boxes" are *also* a failed concept. I stand by that.

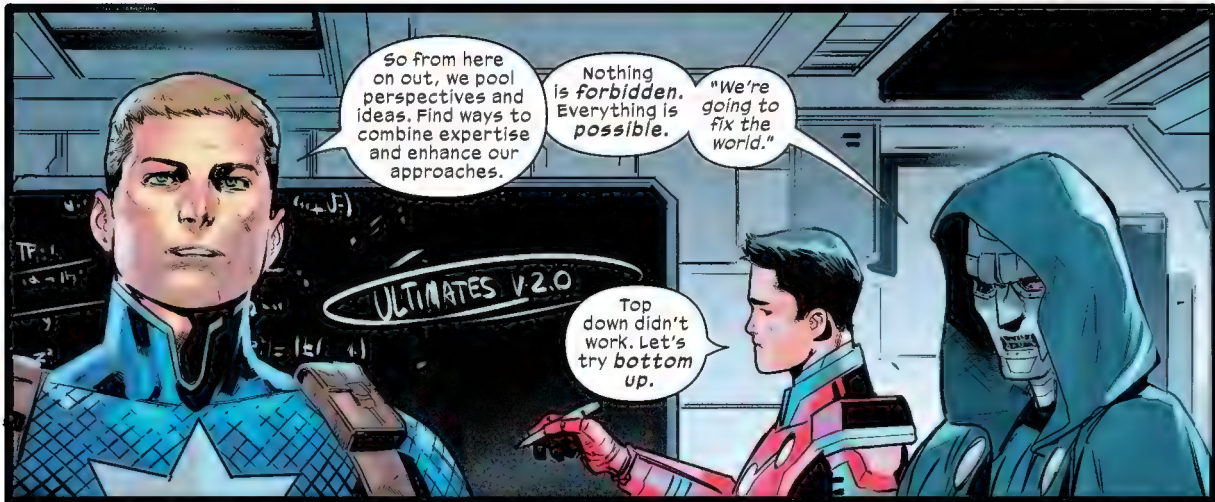
But what we're doing now isn't working *either*. We don't need ominous visions of the future, or potential pasts, to see what's in front of our *faces*.

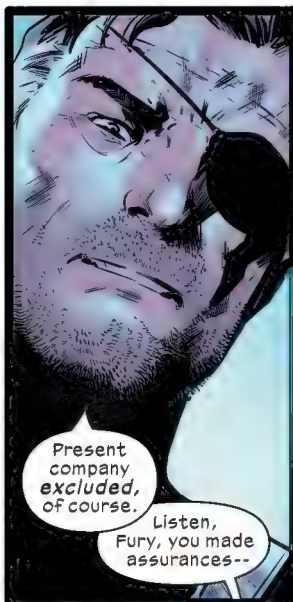
We are no match for what's already here, much less what's coming when the City opens.











Present company *excluded*, of course.

Listen, Fury, you made assurances--



Then rest *assured*. I'm a man of my word.

When the time comes--and the time will come--

--you and your husband will be *spared*, Mrs. Van Dyne.



So long as you tell us *everything*, you have my *personal* guarantee.

Now you better get *back*, before Hank *misses* you. We've put groceries in your car, for your *alibi*.

Try the feta dip. I hear it's good.



And hey... thank you for participating in H.A.N.D.'s *Informant* program.

We'll be in touch.

SIX MONTHS REMAINING...



WRITER: **DENIZ CAMP**
ARTIST: **JUAN FRIGERI**

COLOR ARTIST: **FEDERICO BLEE**
LETTERER: **VC's TRAVIS LANHAM**
COVER ARTISTS: **DIKE RUAN & NEERAJ MENON**
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COVER ARTISTS: **ELENA CASAGRANDE & BRYAN VALENZA;**
SANFORD GREENE; INHYUK LEE

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EDITOR: **WIL MOSS**
EDITOR IN CHIEF: **C.B. CEBULSKI**

NEXT



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THE
ULTIMATES

13

ULTIMATES

3.0



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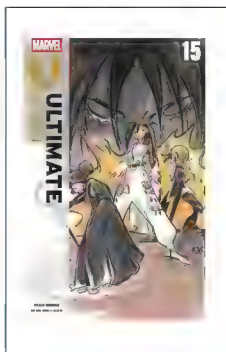
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ULTIMATE WOLVERINE #5

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5

A diabolical genius known as **THE MAKER** used time travel to create his ideal Earth by systematically preventing anyone from ever becoming a super hero and by establishing a secret council of super villains, **THE MAKER'S COUNCIL**, that rules the world from the shadows.

Three of those council members--**COLOSSUS**, **MAGIK** and **OMEGA RED**--run the **EURASIAN REPUBLIC**, one of two places in the world for all known mutant activity. Through their government's top-secret division "**DIRECTORATE X**," headed by **DR. ALONYA PROSTOVICH** and designed to exploit the unique genetic powers exhibited in mutantkind, they have turned the mutant known as **LOGAN** into their most lethal weapon, the brainwashed **WINTER SOLDIER**.

His mission? To destroy a group of mutant freedom fighters known as **THE OPPOSITION**. But a recent encounter with the Opposition broke down some of Winter Soldier's programming, leaving him feral and violent. To subdue him once more, Dr. Prostovich used a machine called **CEREBELLUM** powered by a mutant called "**THE PHOENIX SPECIMEN**."

ULTIMATE WOLVERINE

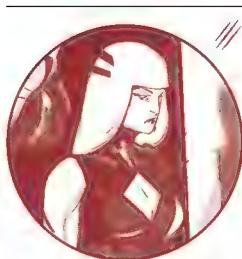
CAST:



**WOLVERINE/
THE WINTER SOLDIER**
LOGAN



COLOSSUS
PIOTR RASPUTIN



MAGIK
ILLYANA RASPUTIN



OMEGA RED
ARKADY ROSSOVICH



**DR. ALONYA
PROSTOVICH**
DIRECTORATE X
RESEARCH HEAD

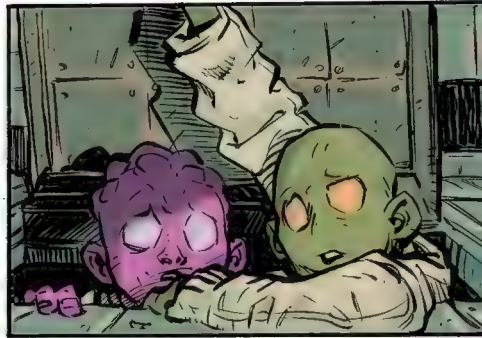
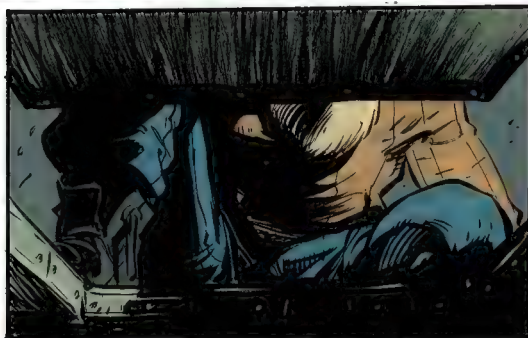
MAY 2025

Rasputingrad,
Eurasian Republic.





All right!
ya can come
out now!



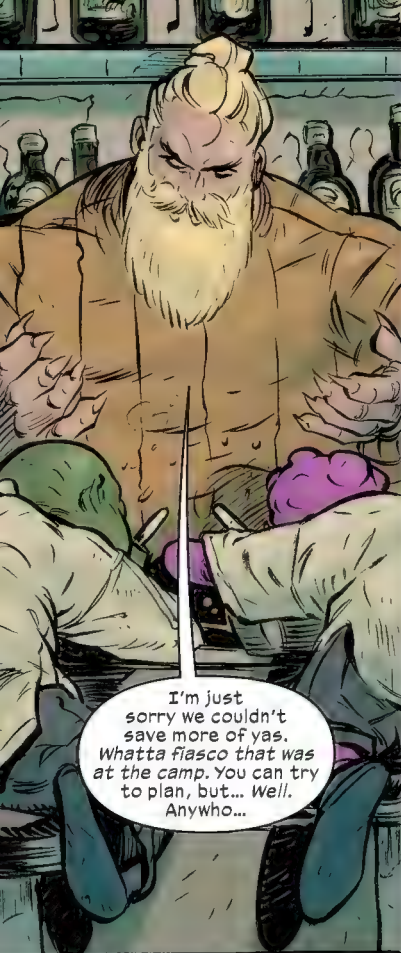
The
driver'll be
here soon.
Come.



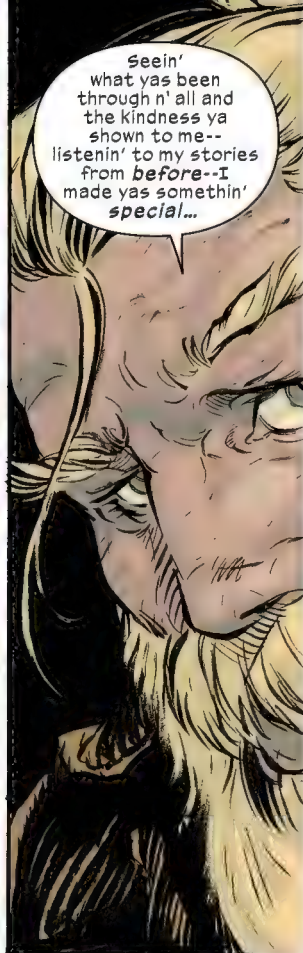
Took the
liberty of making
yas food. I recommend
ya eat up. It'll be a
loooong ride. No stops.
Not till yer clear of
the border.



But...this
should last yas.
Hearty soup. Good for
the soul, they say. But...
they also say a lotta
things.



I'm just sorry we couldn't save more of yas. Whatta fiasco that was at the camp. You can try to plan, but... Well. Anywho...



Seein' what yas been through n' all and the kindness ya shown to me-- listenin' to my stories from *before*--I made yas somethin' *special*...



This is somethin' from the ol' days--a *real delicacy*--They call it a *Shirley Temple*. Only had 'nuff for one. But...



Enjoy, fellas.

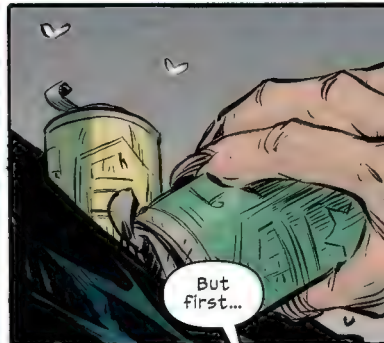
Leech... SHLRP...thanks... SHLRP...Victor.

Sure, kid.



Heh! Artie, ya wanna hear another story 'bout me n' Logan, huh? Maybe...maybe. I got me a few 'a those to pick from...

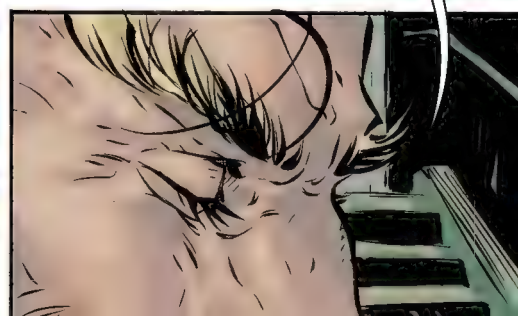
Ya'd like to hear the *Siberian prison escape* again, I bet. Heh.



But first...



...I gotta take out the trash.





No, Artie.
Leech drink.

Fellas,
back under
the floor.

Military
planes overhead...
might be *scanning*.
Shielding'll hide yas from
view, but we gotta
be quick.



C'mon,
you two.



Won't be
long...



...I
promise.



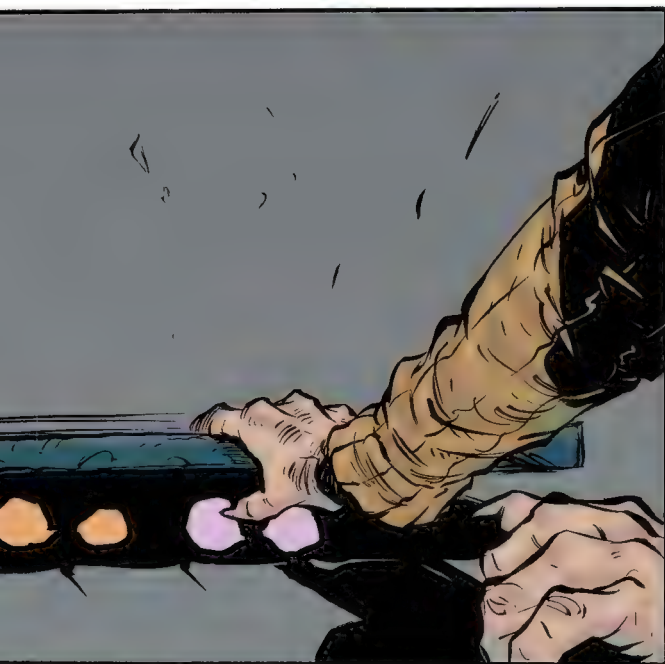
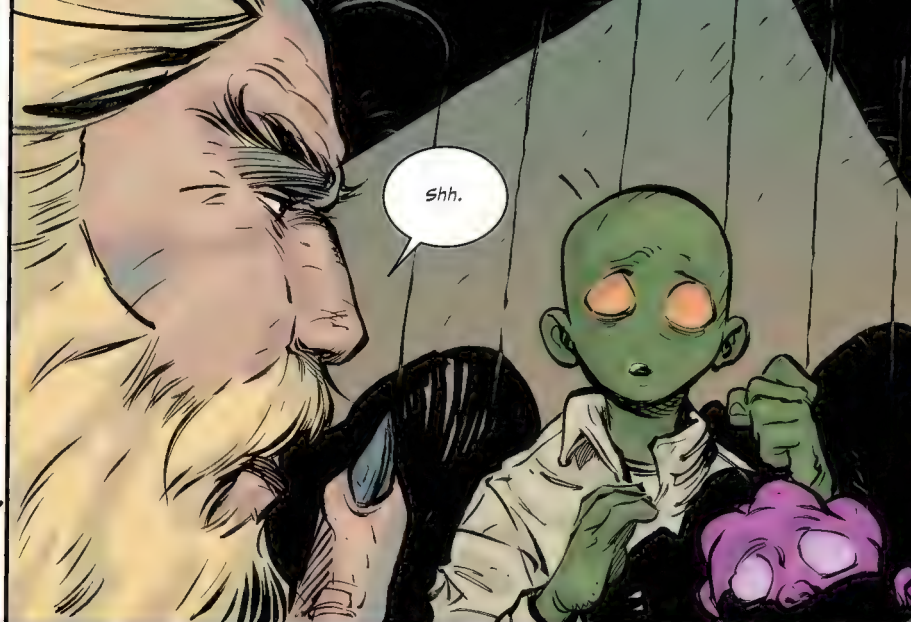
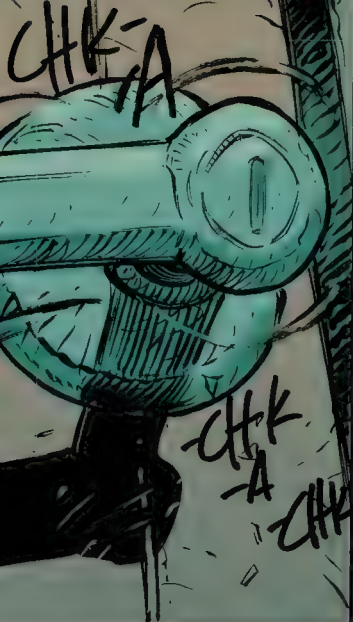
Driver'll
be here in
no--

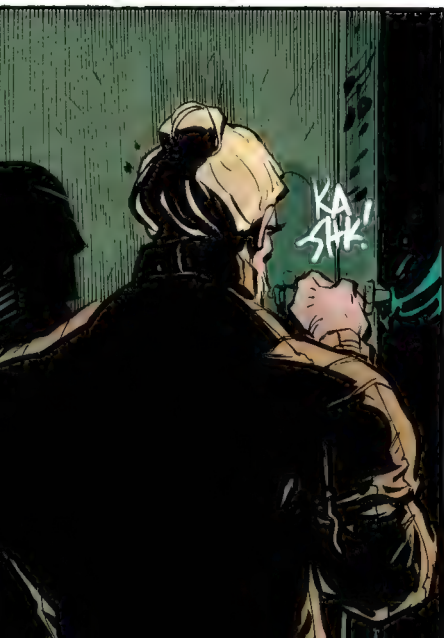
CHK-A
-CHK-A
-CHK

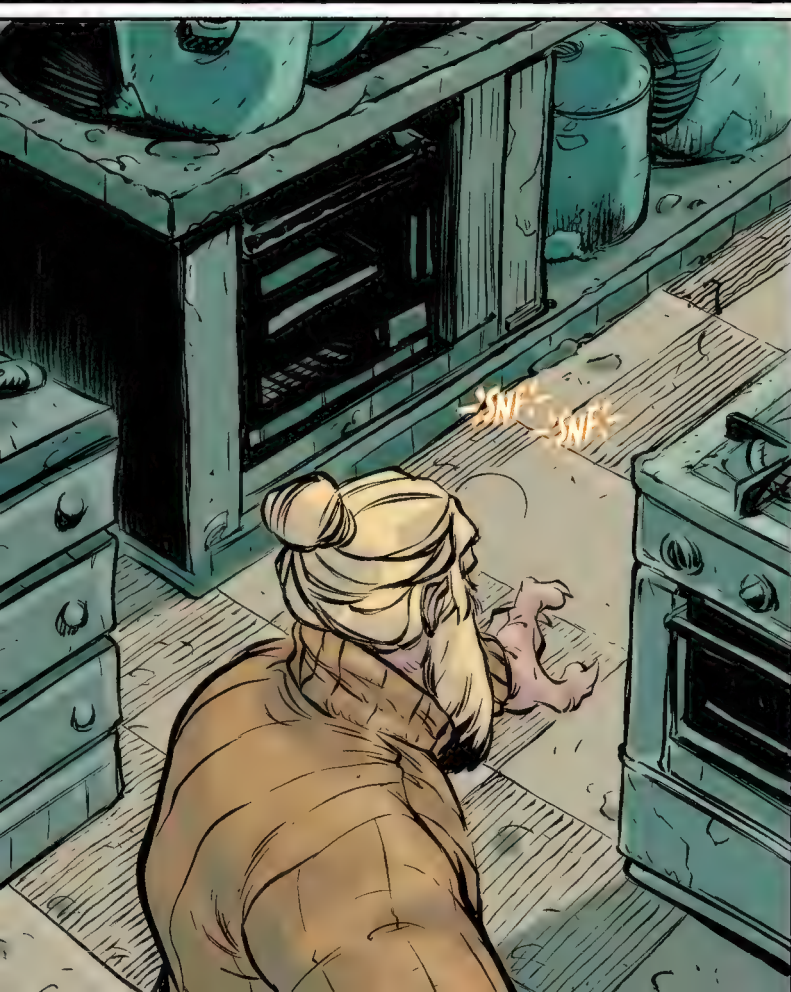


CHK_A

CHK
-A
-CHK









Back from the dead, eh, Logan?

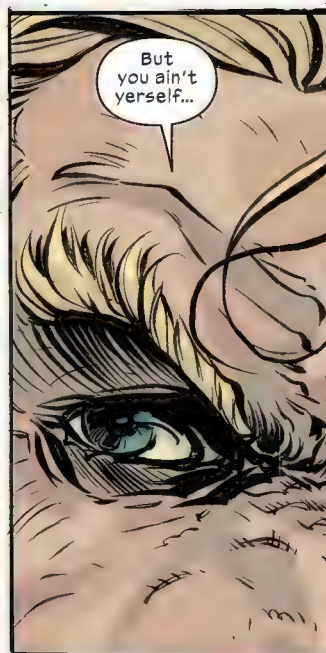
Smell's off...
Somethin' 'bout
ya's *changed*.
Smells almost...
rotten.



Maybe
you really are
dead...



Naw...
not dead.



But
you ain't
yerself...



...are
ya?



Well,
well, well...



...I'd
say yer
not yerself
at all...



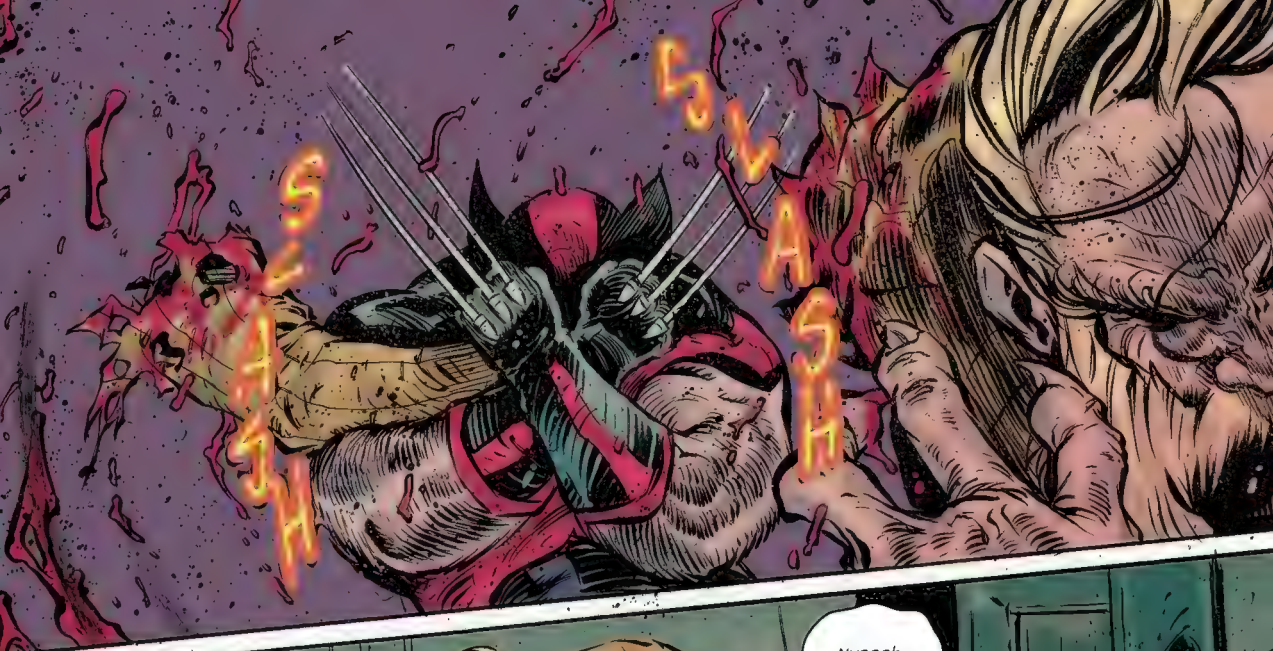
I know ya...
I know Logan, and I
know Logan'd be too
smart to try that on
me. You're him, but
you're not him.



An empty
vessel.



Butchers.
They messed with
your brain, didn't they?
They took their little
fingers n' their tools n'
they poked n' pulled.
Just like they
did with--





"I want you to
promise me
one thing..."



...if they ever capture me...



They ain't gon' capture ya, small stuff.

Ah, would ya listen? I'm bein' serious here, Creed.



All right, go on then. So if they capture ya...



I don't wanna become one 'a them puppets. So I want you to promise me...



...you'll kill me.



Tall order comin' from a fella with a healin' factor that keeps Death at arm's length.



I know it.
We both got it.
But even still,
I want you t'
promise me that.
Find a way. Make it
happen. Make it
permanent.



"We seen what they done, Creed. We
know what they make us do to the folks
we fought side by side with. **Died with.**"



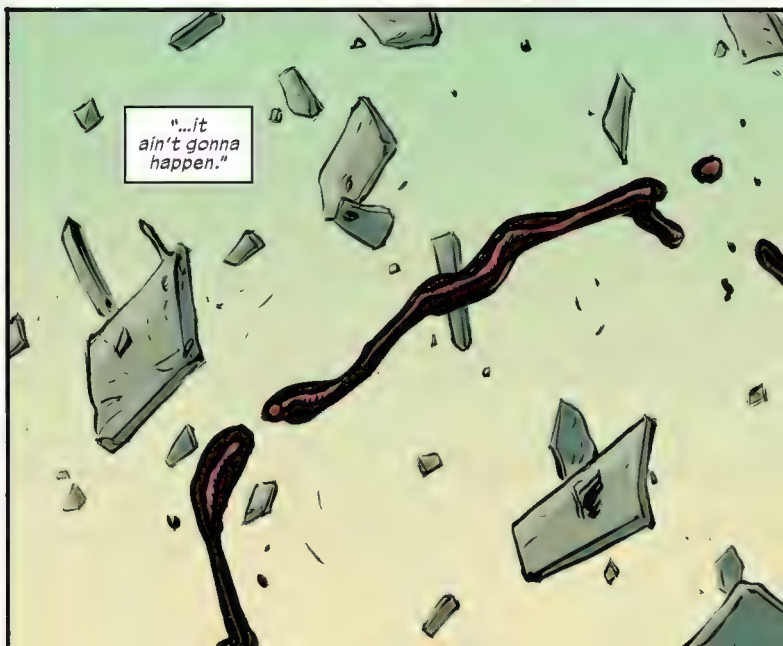
I ain't gon'
walk away from
this fire until I
know that I got
your word.



"I been fightin' with ya
long enough, I know you're
good for it. You're bonded
to your word n' I want to
know you'll do it."



Well, if you
want it, it's a
deal. But...



"...it
ain't gonna
happen."



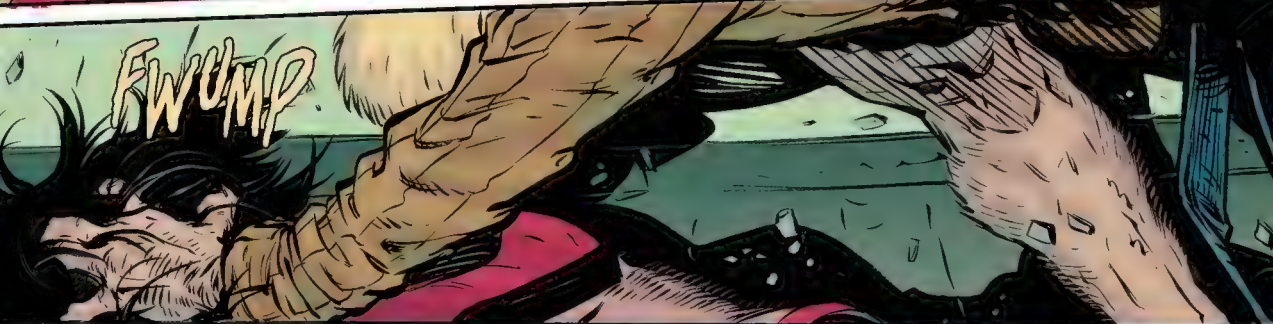
RAAHHH!



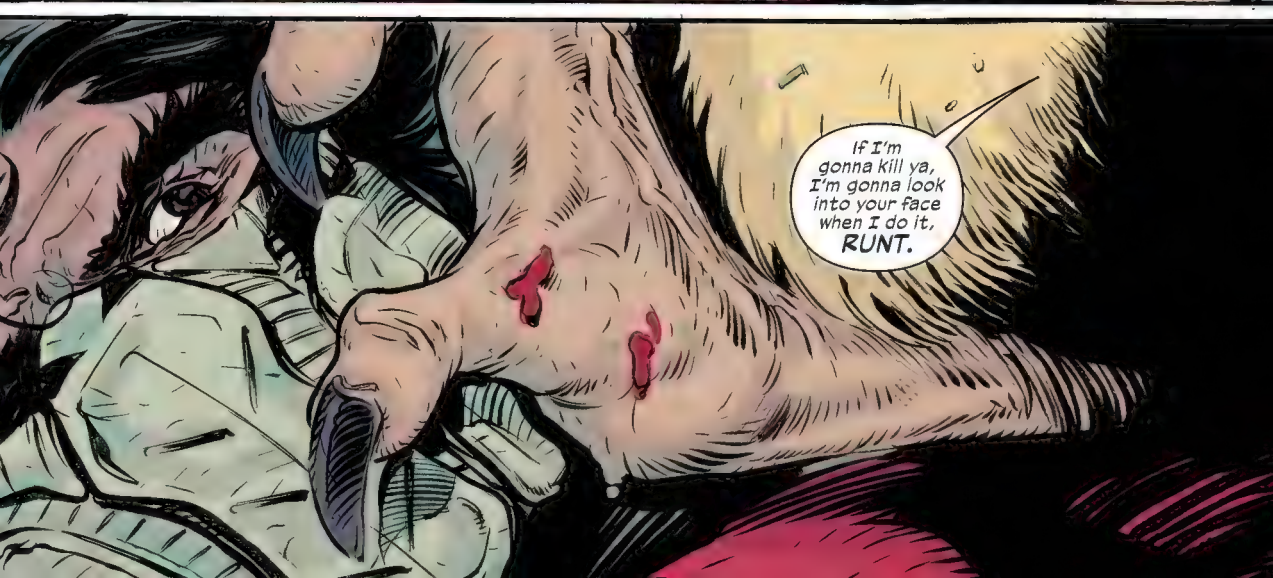
**KRIK
-KRAK**

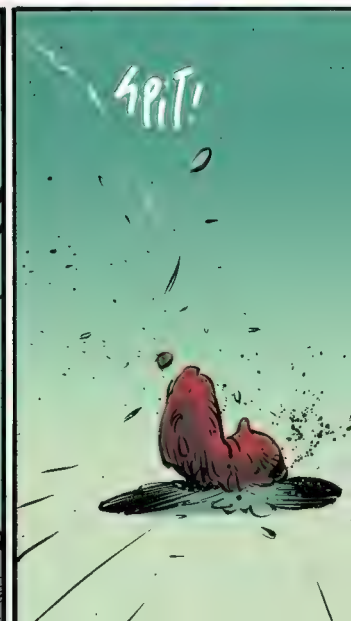


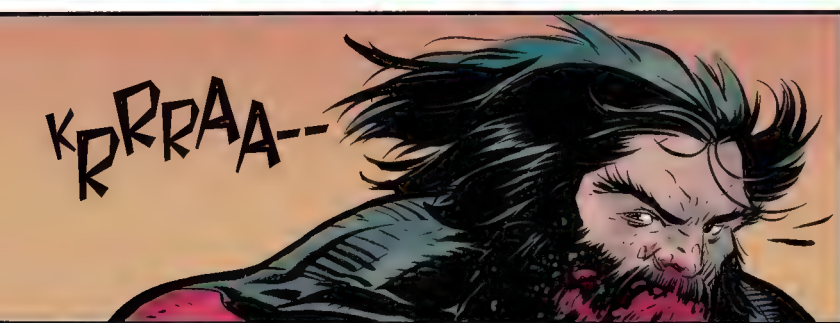
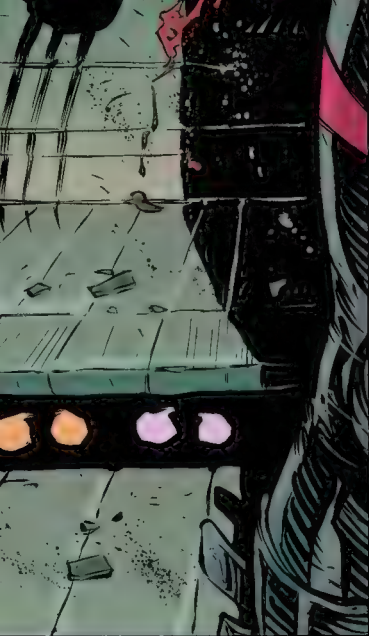
FWUMP

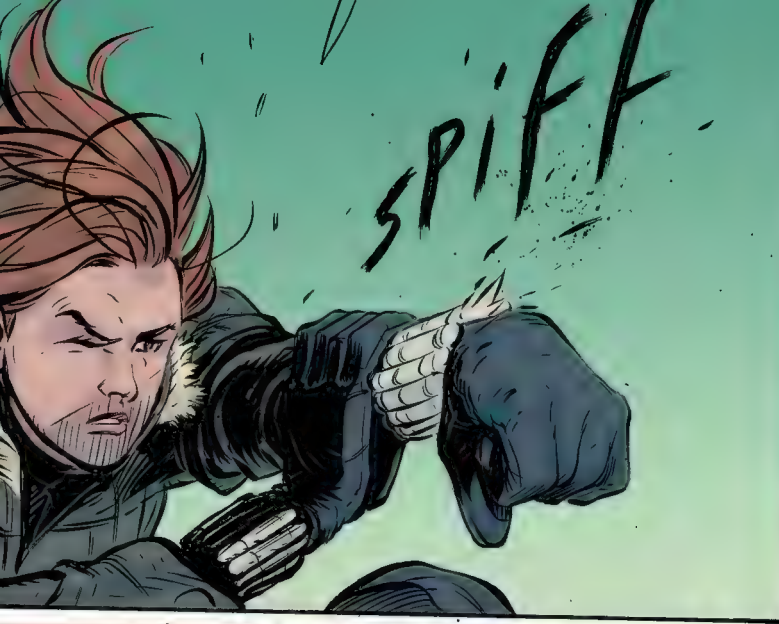


If I'm
gonna kill ya,
I'm gonna look
into your face
when I do it,
RUNT.











Your
ride's
here.



Don't...

Hm. Don't
get it. He's
out.



His healin'
factor ain't
kickin' in?

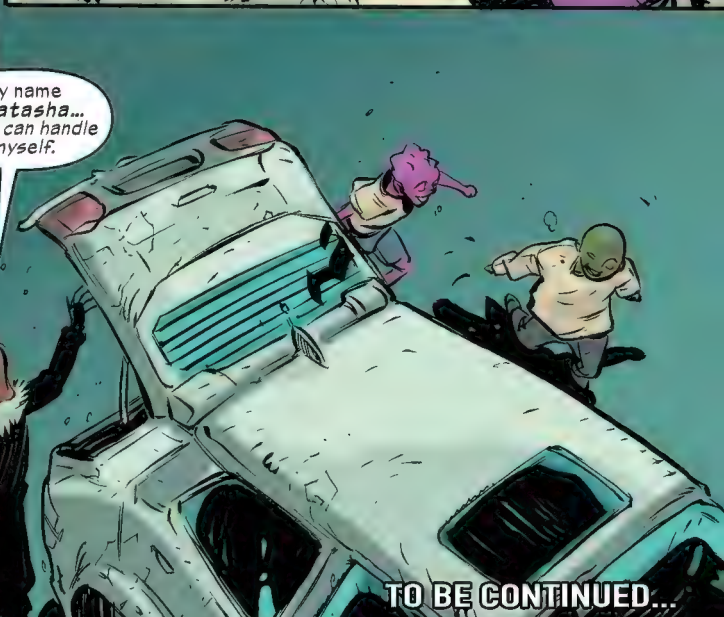


That
Leech.



I'll ride
with yas, new
girl.

My name
is **Natasha**...
and I can handle
myself.



No doubt...
but I know the runt,
and... Well, I wanna see
everyone's face when
this guy comes through
the door. Heh.

TO BE CONTINUED...



OFFICE OF
MILITARY COMMISSIONS

BEGIN TRANSCRIPT.

OFFICER: Okay, we are now recording. Please repeat what you told the sergeant about the attack.

PRIVATE: The whole thing?

O: Yes. From the top.

P: Okay, let me think... On Friday, we received a new prisoner. The report said he was caught with contraband at a checkpoint near Kursk and was transferred from a local jail there to our high-security facility in—

O: This is the “Ledyanaya Korobka”—the isolated facility in Siberia?

P: Yes, for the most dangerous individuals. That was the idea...

O: Okay. Go on.

P: Well, the officers at the checkpoint had discovered that this man was traveling under an alias. His papers read “Vladislav Credovski,” but there was no such individual in the system. He had an odd accent too... Hard to define. So they detained him and discovered the contraband. He never fought detention. I think that point should be made—he went along with everything.

O: Okay.

P: They transported him from Kursk to the north of Lake Baikal, where the facility is located. We have only a few inmates there, as I said. As we moved “Credovski” from the transport to the facility, we heard a loud whining sound—

O: A rocket?

P: Yes. It slammed into the side of the transport, and the concussion threw us off our feet. Everyone but Credovski. There were more whining sounds, and then the gate and the wall of the facility exploded. Credovski howled, like a dog, his head tilted back. And then... there was a response. Out of the woods nearby came a small team of individuals, all dressed in black. All armed with weapons.

O: Did they have any identifying symbols?

P: Two crossed arms, hands curled into fists. Some had it on their helmets, some on their chests, others on their arms. There was a strange...blue person, had red hair, a woman, I think, and one of them had sharp bones protruding from his hands... He was like a...like a monster. I...I couldn't believe my eyes. I played dead—I was covered in Yuri's blood from the strike. A piece of shrapnel had struck him above the eye. They went through and executed anyone they found. As I lay on the ground, I opened one eye and watched as Credovski had his bonds cut by this monster man... Then they proceeded to enter the facility.

O: What happened next?

P: There was more gunfire from within. I couldn't see from outside. Guards tried to fight them, I suppose. They all died—I discovered their bodies later. Limbs severed, blood everywhere. These people, they freed the prisoners we held—I'm not sure if I'm cleared to discuss names, but—

O: You're free to discuss anything related to the attack.

P: Well, I guess it's not important. But they seemed to know the facilities... That struck me. There wasn't a question of where to go, how to enter, what walls to strike. They planned this, I think. The whole thing. The capture at the checkpoint down to the escape. They wanted to hit that facility. It frightens me to know why...

END TRANSCRIPT.



0
m
n
0



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Date of Birth
08 01 1981

Volney Collins

Date of expiry 31 APR 2025

[illegible]



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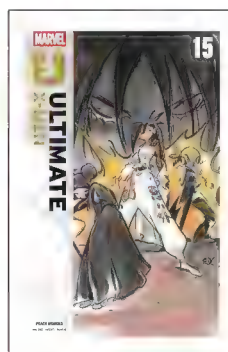
ULTIMATE SPIDER-MAN #17

BY **JONATHAN HICKMAN**
& **DAVID MESSINA**



ULTIMATE BLACK PANTHER #16

BY **BRYAN HILL** & **CARLOS NIETO**



ULTIMATE X-MEN #15

BY **PEACH MOMOKO**



ULTIMATES #12

BY **DENIZ CAMP** & **JUAN FRIGERI**



18

Twenty years ago, **THE MAKER** prevented a radioactive spider from biting a young **PETER PARKER**. He likewise prevented the creation of any other super heroes and formed a secret council to rule the world from the shadows.

Seventeen months ago, **TONY STARK** sent Peter that same radioactive spider along with a picotech suit. Since then, Peter has used the incredible powers granted by the spider's bite to fight crime alongside **GREEN GOBLIN**, A.K.A. **HARRY OSBORN**, co-C.E.O. of **OSCORP**.

Peter's son, **RICHARD**, took the picotech suit for himself—and bonded with **FELICIA HARDY**, who inherited the name **BLACK CAT** from her father, one of the **SINISTER SIX**. Also part of the Sinister Six is **MYSTERIO**, an identity secretly shared by a council of five that Harry's just learned includes his wife, **GWEN STACY**. And while Peter and his family were hiding in Utah, Harry and Gwen declared war on **KINGPIN** and the rest of the Six...

ULTIMATE SPIDER-MAN

CAST:



PETER PARKER
SPIDER-MAN



MJ WATSON-PARKER
PR GURU



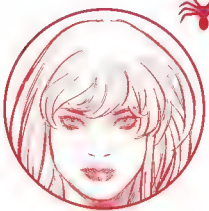
RICHARD PARKER
PETER AND MJ'S SON



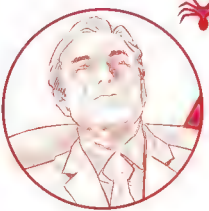
MAY PARKER
PETER AND MJ'S DAUGHTER



HARRY OSBORN
GREEN GOBLIN



GWEN STACY
HARRY'S WIFE, MYSTERIO



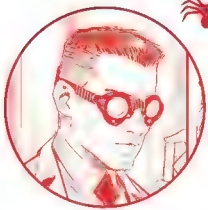
BEN PARKER
PETER'S UNCLE



J. JONAH JAMESON
BEN'S BUSINESS PARTNER



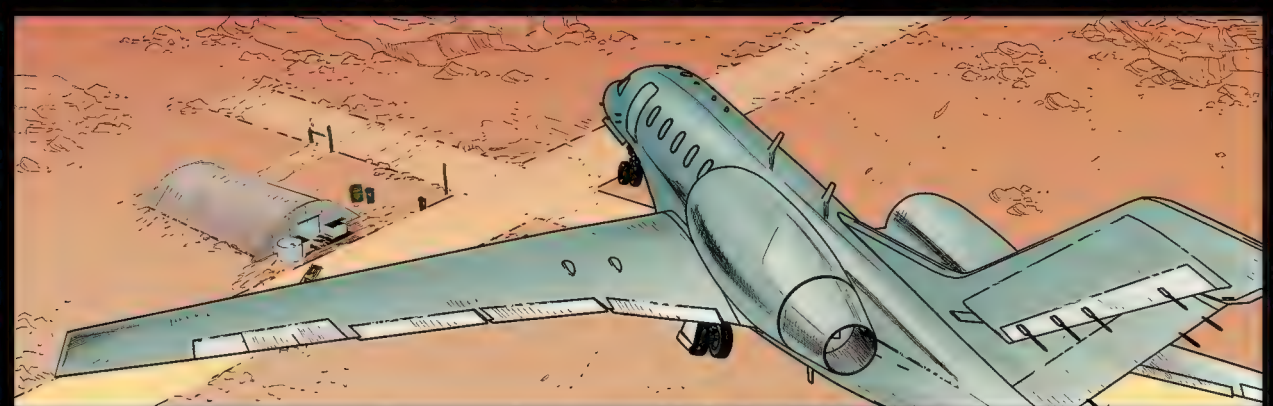
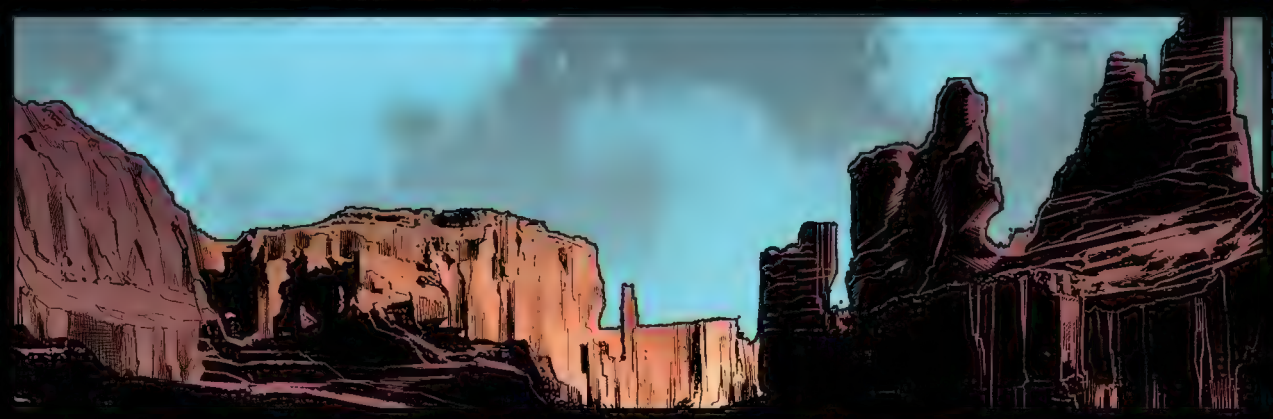
FELICIA HARDY
BLACK CAT



OTTO OCTAVIUS
OSCORP SCIENTIST



WILSON FISK
KINGPIN



JUNE



You sure
you're okay
with this?

With this?
Of course
I'm okay with
this...

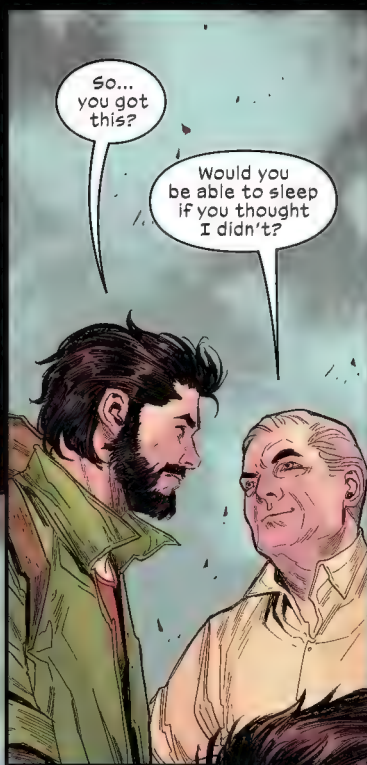
...this is
what you
do.

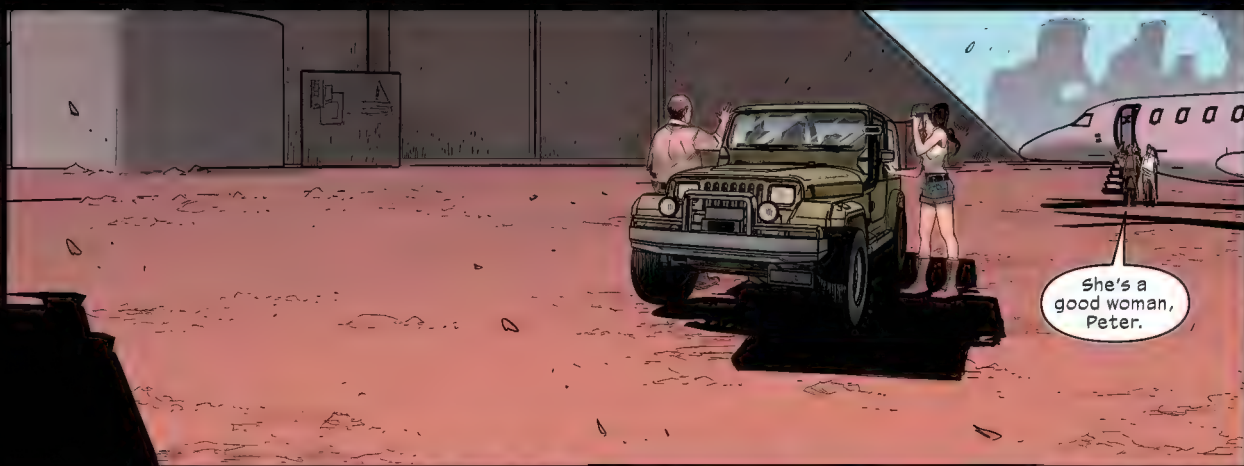
Besides...
he said he had a
plan to put an end
to our current
situation, didn't
he?

That
he did.



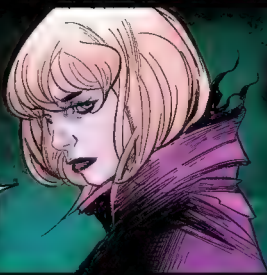






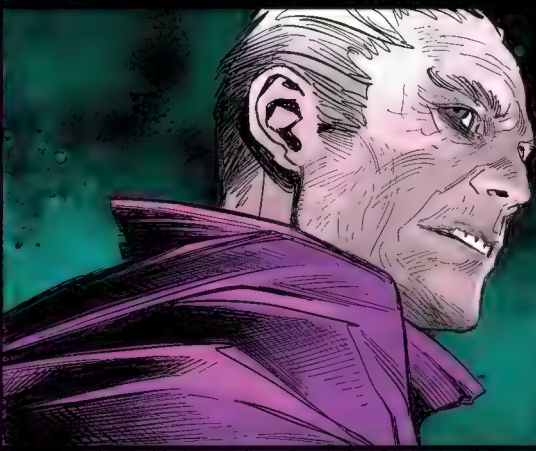


What have you done?



Oh, I'd say exactly what we were meant to be doing, Quentin.

What have you been doing?



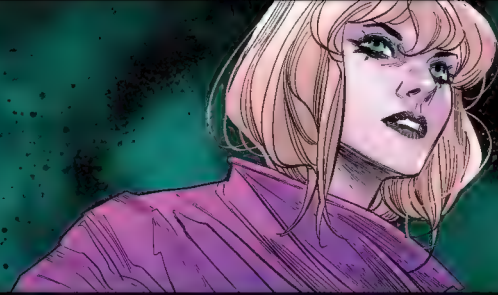
Suffering fools.
For decades.



What do you not understand? We make decisions together.

We act as one. Not just because it purifies the idea. Not just because it strengthens and aligns us...

...but because there is no forgiveness in this world for revolutionaries and radical thinkers.



What we do...is talk. And then talk some more.

Talk. Talk. Talk.

Well, not anymore.



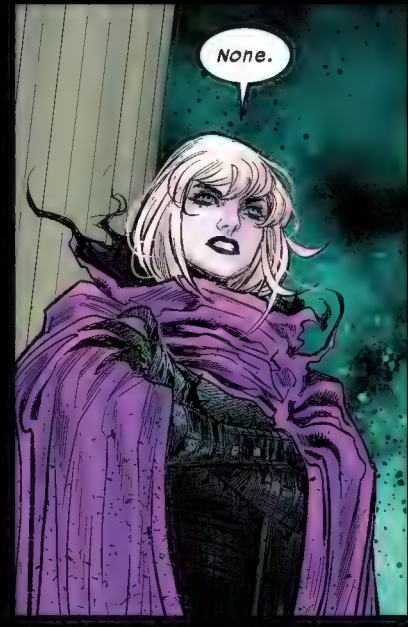
Please stop acting like you're the singularly righteous person in the room.

You only did this because of your husband. To save him.

...
That's not true.

Yes, I acted sooner than I originally planned. But once the die was cast--once I acted--I tell you truly, I was ashamed that I had waited so long.

So. No regrets?



None.

What an enviable position to be in...

And what a mess for us to clean up.

Clean up?

She killed Kraven. She publicly attacked Mr. Negative. There's no cleaning this up, Robbie. We are at war.

And what of the Mole Man? He knows...more than anyone else in Kingpin's circle.

Has anyone spoken to him?

I have.

Without condoning the action, leaving Kraven's body for him to deal with put him in a position that's difficult to justify to the others.

So even if he plays innocent, he looks complicit. I don't think we have to worry about him. For now.

And the Kingpin?

What does he whisper to his right-hand man?



If she had not
done this so publicly--
and on the Goblin's arm--
then perhaps it could have
been spun as predictable
infighting by ambitious
lieutenants.

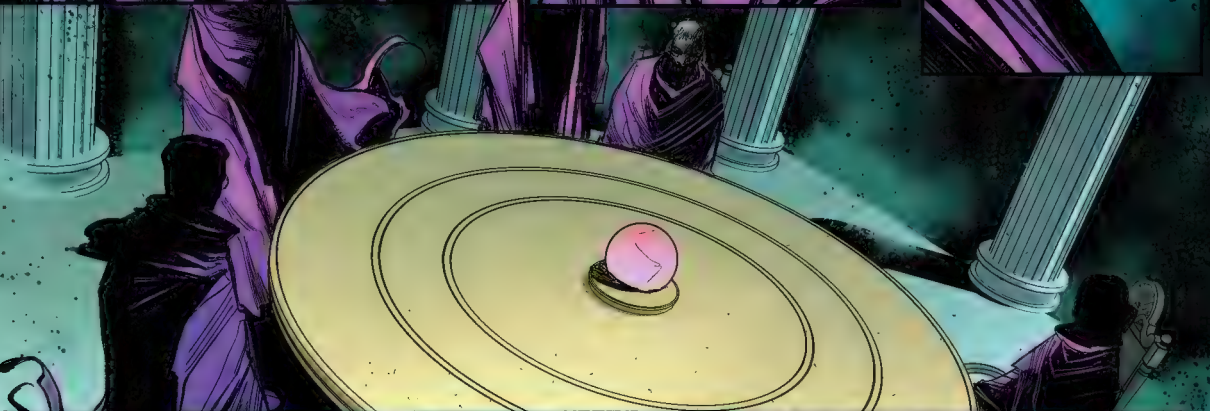
But this
left no doubt. So
now he wants us dead.
And he will stop at
nothing to achieve
that.



So
the die is
cast.

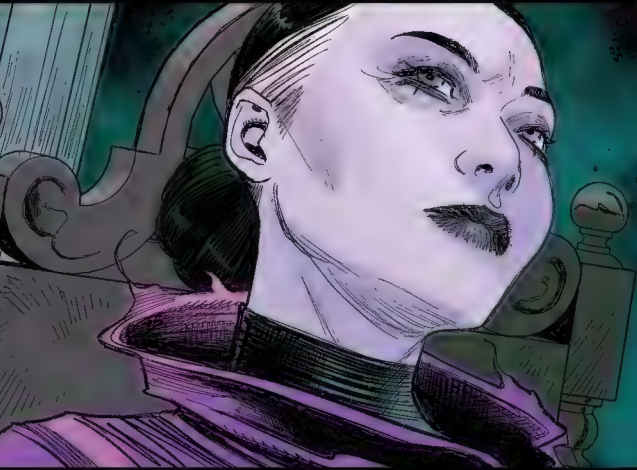


And
all is as it
was meant
to be.



You
haven't said
anything.

Care to
weigh in?



Yes.
I do.

I want
to thank
you, sister.
For being brave
while we were
cowards.

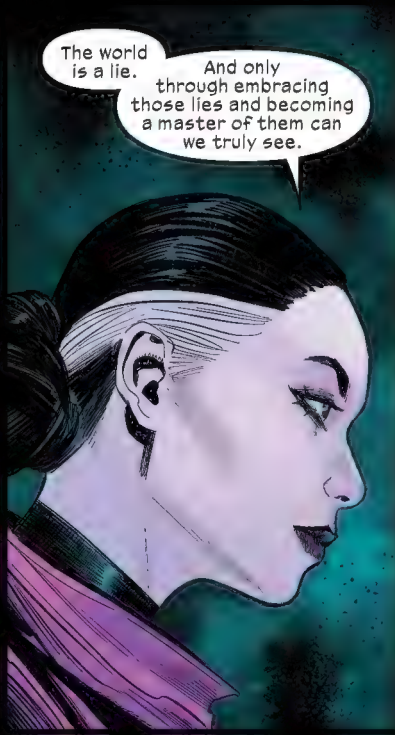


So you agree with her?



Of course. Are we here for a reason or not?

Are we truly committed? Do we truly believe the words?



The world is a lie.

And only through embracing those lies and becoming a master of them can we truly see.



... Our craft is old. Older than the lie.



Our power is ageless. The amulet passed from sire to spawn.

One to wear it. Five to share it.



We are...

Mysterio.



And off we go.



Feel good to be back, Pete?

Ahem. That's Spider-Man to you, pal.

And it feels great to be back.

So, what's first on the list?

Well, the only thing on the list right now is getting all of us on the same page.

If we're gonna be at war with the Kingpin and friends, we're gonna need some rules for how said war is conducted. I won't have innocent people getting hurt.

Well, that's not very pragmatic.

Who are you, and what have you done with Harry Osborn?

Ahem. That's Green Goblin to you, Pal.

And I'm glad you're back. It's good to have a friendly voice in my ear again.

When do we meet with Gwen?

About an hour.

So we got a little time to kill?

Yeah.

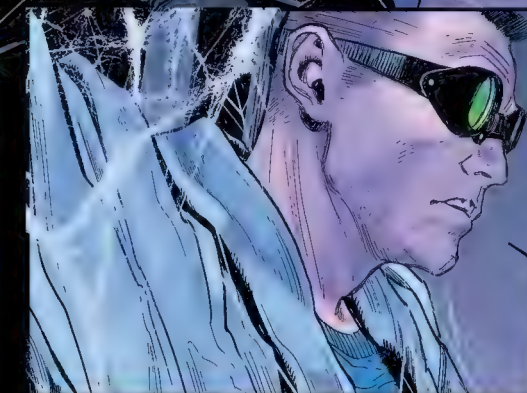
Wanna go beat up some bad guys?

"You know
I do."



"I don't
know about
you..."







What the--?

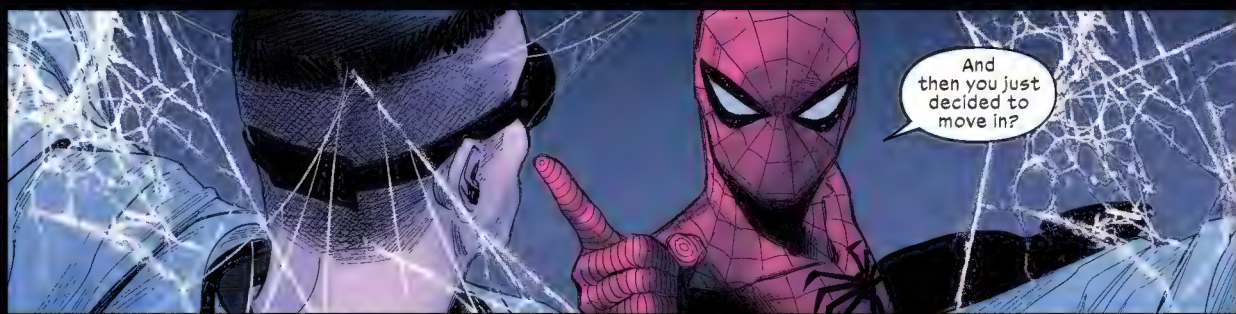
Calm down. It's totally my fault.



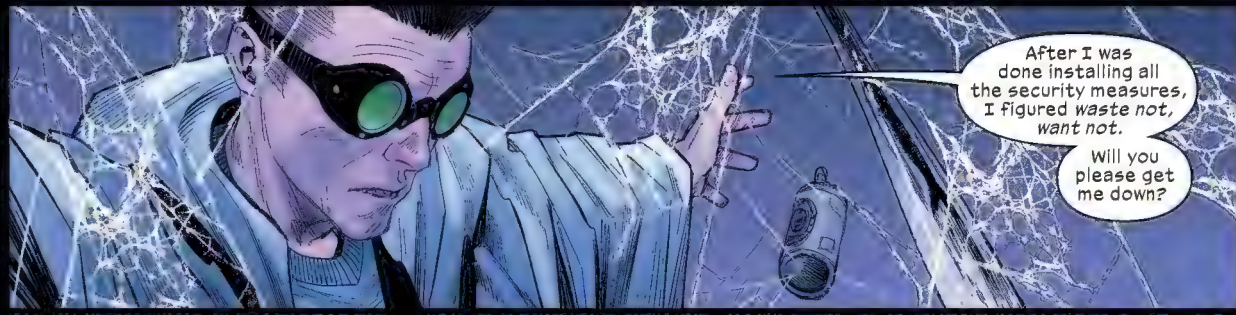
Remember how your family wasn't protected by my protocols when I disappeared because Otto didn't know who you were?

Well, with you gone--and God knows what could have happened to me-- I wanted to make sure you and yours were fine. On a longer timeline.

So I made a call.



And then you just decided to move in?



After I was done installing all the security measures, I figured waste not, want not.

Will you please get me down?



...

Maybe-- maybe--when we get back from our meeting.



And you!

I'm not sure how I feel about this.



Okay...

I know you're mad. But I remembered how worried you were about your family when we were trapped, and...

...well, I didn't want you to have to feel that way again.



As for Otto, I had no idea... I'll get him a new place. And make him return the slippers.

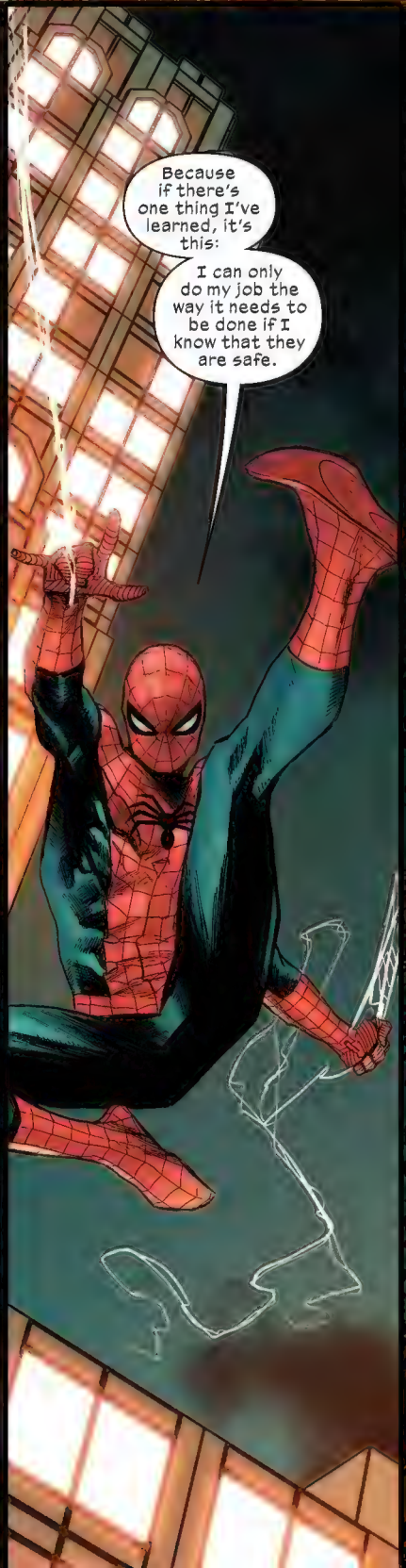


Oh, he can keep 'em.

Probably a good call.

You made a good call too. I shouldn't be mad...I should be thanking you.

It was the right decision...



Because if there's one thing I've learned, it's this:

I can only do my job the way it needs to be done if I know that they are safe.

Hours ago.



All right. This is it.

Home sweet home... away from home.



It's going to be a little cramped, but we'll make it work.



Actually, I was planning on sleeping outside...

I can't remember the last time I looked up and saw the stars.

More bed for me then.



It's a pull-out sofa.

I'm a world-class editor, young lady. You can't provoke me with semantics.

Now... where's your brother?





Huh.
What's--?



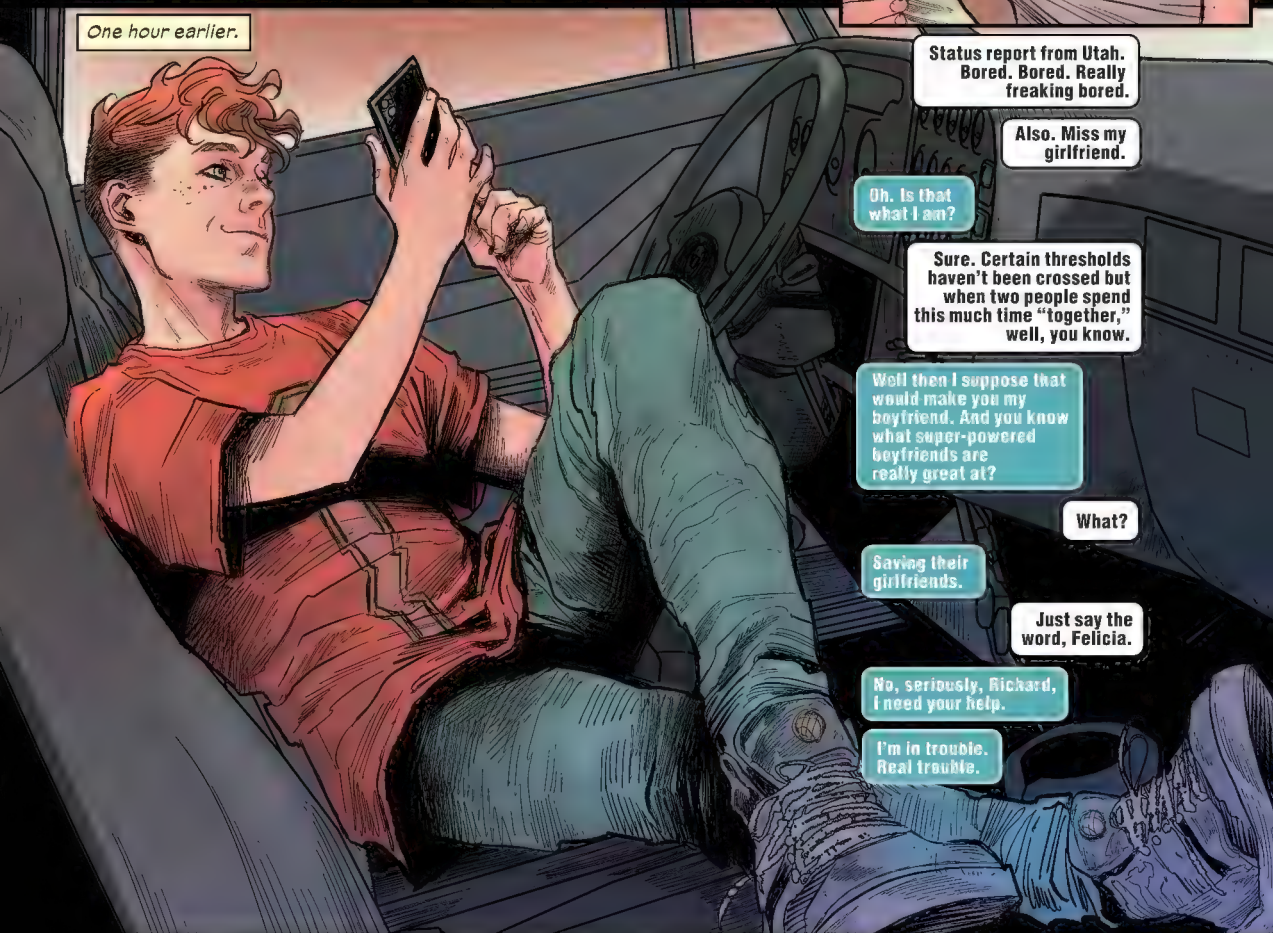
Oh
no...

Mary
Jane? What
is it?

Mom?
What's
wrong?



Richard's
gone.



One hour earlier.

Status report from Utah.
Bored. Bored. Really
freaking bored.

Also. Miss my
girlfriend.

Oh. Is that
what I am?

Sure. Certain thresholds
haven't been crossed but
when two people spend
this much time "together,"
well, you know.

Well then I suppose that
would make you my
boyfriend. And you know
what super-powered
boyfriends are
really great at?

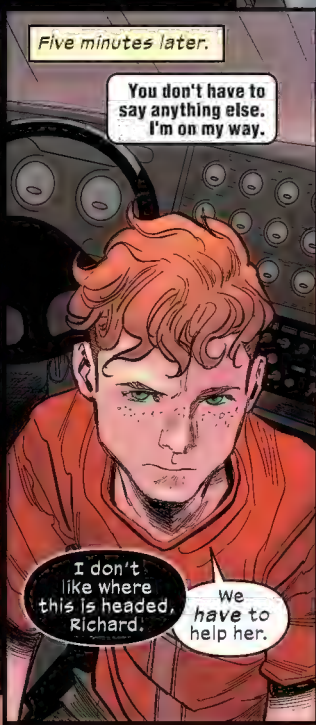
What?

Saving their
girlfriends.

Just say the
word, Felicia.

No, seriously, Richard,
I need your help.

I'm in trouble.
Real trouble.



Five minutes later.

You don't have to say anything else. I'm on my way.

I don't like where this is headed, Richard.

We have to help her.



Speaking with some authority on the subject...your parents definitely will not approve of this. Especially since your father already told you that you couldn't go with him to help.

This is reckless. It's dangerous.

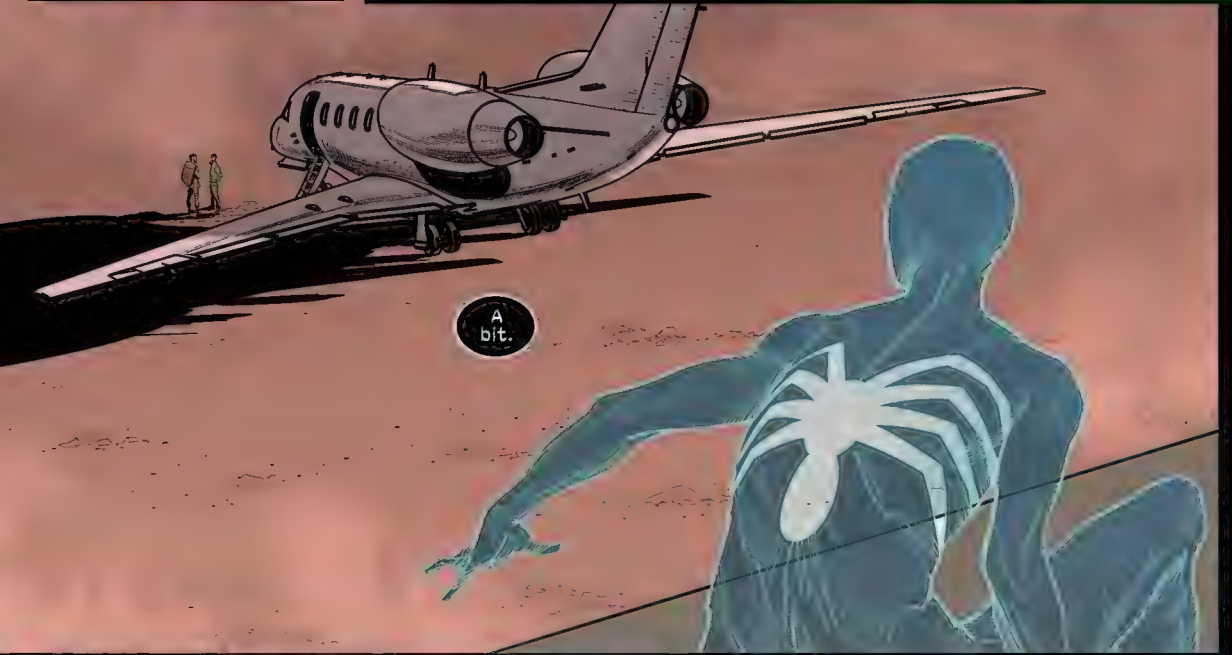
Imagine how much more dangerous it would be if I was flying solo. Good thing we're in this together.

Manipulative... but agreed.



Great.

So... do you know anything about being sneaky?



A bit.



--and that's how I found out that my wife was actually Mysterio.

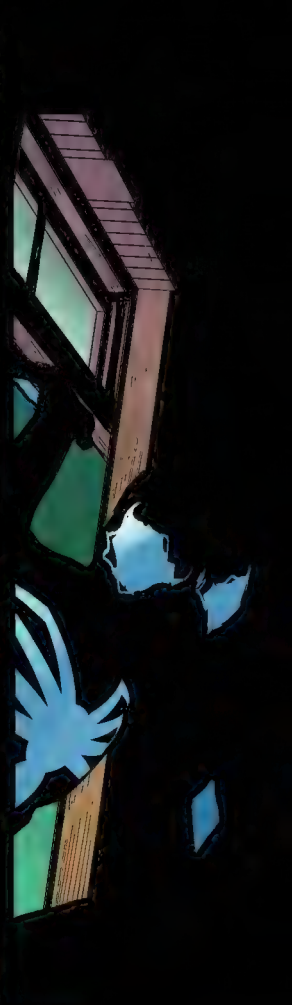
What?!

What?

What?



Now.



Hey.

Oh man,
I'm really
happy to
see you.

Not as
happy...



...as
we are to
see you.

@#&*&@!

Language.

Understandable
as it may be...I
don't want you to
be scared. Yes,
your situation is
precarious...

...but nothing
bad needs to
happen here.

I just
need your
help.

Uh-
huh.



Ms. Hardy
tells us that
you slipped up when
communicating with
her. Giving away a little
more each time--
certainly enough for a
savvy player to read
between the
lines.

I know
that you are
in league with
Spider-Man...

...and one
way or the
other...you are
going to give
him to me.





How could you...?
I thought...
I thought...
Were you lying about us?



No.



Then why would you do this?

Isn't it obvious?



It's my nature.

TO BE CONTINUED...



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COLOR ARTIST: **ERICK ARCINIEGA**
LETTERER: **VC's CORY PETIT**
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SPIDER-MAN CREATED BY **STAN LEE & STEVE DITKO**



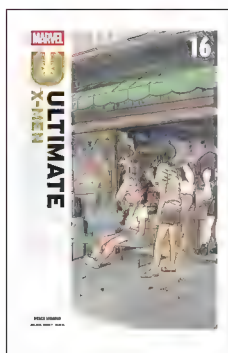
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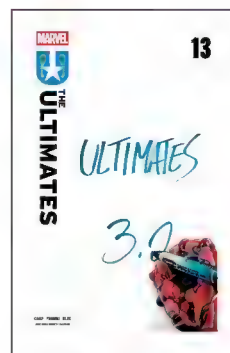
ULTIMATE BLACK PANTHER #17

BY **BRYAN HILL**
& **STEFANO CASELLI**



ULTIMATE X-MEN #16

BY **PEACH MOMOKO**



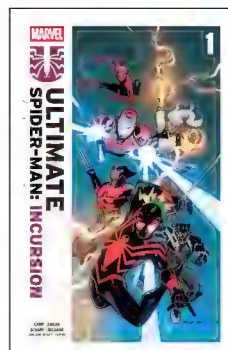
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& **JUAN FRIGERI**



ULTIMATE WOLVERINE #6

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ALEX LINS



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& **JONAS SCHARF**

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17

A diabolical genius known as **THE MAKER** created his ideal Earth by systematically preventing anyone from ever becoming a super hero. To rule his perfected Earth, he placed super villains in charge of different regions, and together, **THE MAKER'S COUNCIL** quietly orchestrated the history of the world.

KING T'CHALLA of the highly advanced, isolated **WAKANDA** thought he'd triumphed over the evils of the Maker's Council. But **RA** and **KHONSHU**, the overseers of the African continent, had unlocked a larger, more dangerous power by activating **VIBRANIUM**, the element upon which Wakanda was built.

After T'Challa defeated Ra and Khonshu, he and the **SORCERER SUPREME, INAN**, accidentally unleashed an angry spirit within vibranium. While **BLACK PANTHER** and **STORM** investigated the spirit, King T'Challa left **KILLMONGER** and **QUEEN OKOYE** to oversee Wakanda...

ULTIMATE BLACK PANTHER

CAST:



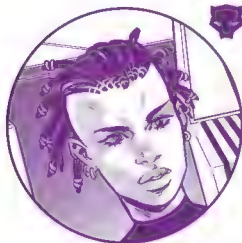
BLACK PANTHER
KING T'CHALLA



STORM
ORORO MUNROE



KILLMONGER
ERIK KILLMONGER



SHURI
WOMAN-AT-ARMS,
T'CHALLA'S SISTER



QUEEN OKOYE
HIGH MENTOR OF
THE DORA MILAJE

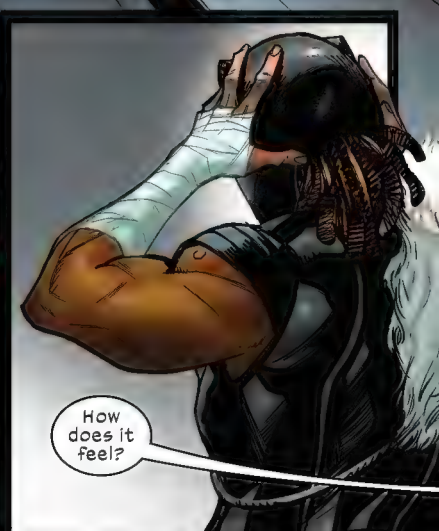
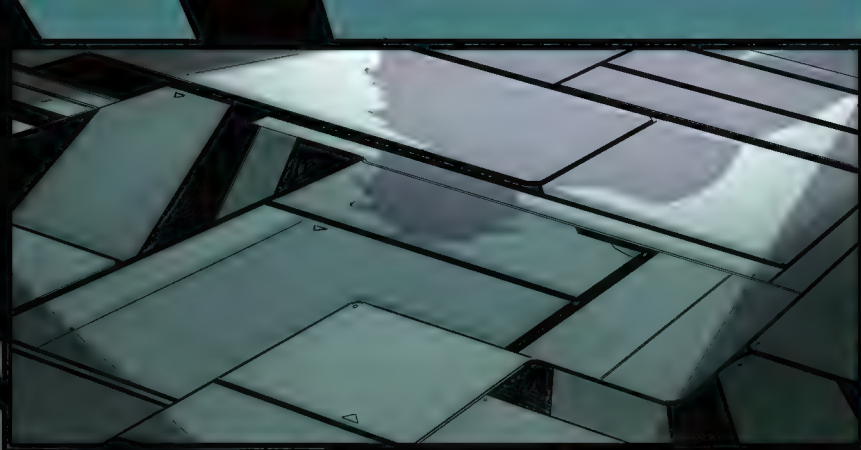


MATRON IMALA
SACRED MOTHER OF
THE VODU-KHAN



INAN
THE SORCERER
SUPREME

JUNE 2025





I could make a joke about the weight of the crown.

But I'm not sure I've ever seen you laugh, Erik.



I'll take it off. I didn't mean to--



Don't.

Answer the question. How does it feel?



Tactically, my peripheral vision is worse.

And I think if I kept it on for an hour, it would irritate the bridge of my nose.

It doesn't suit you to hide behind a mask. You're too direct for that.





That sounds like someone who's a little frustrated with the "Black Panther" of it all.

Someone who is frustrated with tradition itself.



Someone raised in it. Had her choices taken because of it.

Someone who has spent her whole life *serving* it.



You've been free your whole life. I would like to know what that is like.



You've been *safe* your whole life.

So even if I told you, Okoye, I don't think you could understand.



Shuri's alerting us.

Let's see why.

"They call themselves *Machine Men*.

"Paramilitary transhumanists. Black-market technology.

"Most of the time, they're in Eastern Europe.

"Smash-and-grab operations to steal rare earth minerals.

"But they're in Africa now.

"Just took control of an American mining operation fifty miles from here.

"Normally, I would leave the Americans to settle their own issues...

"...but as I said:"

They're in Africa.

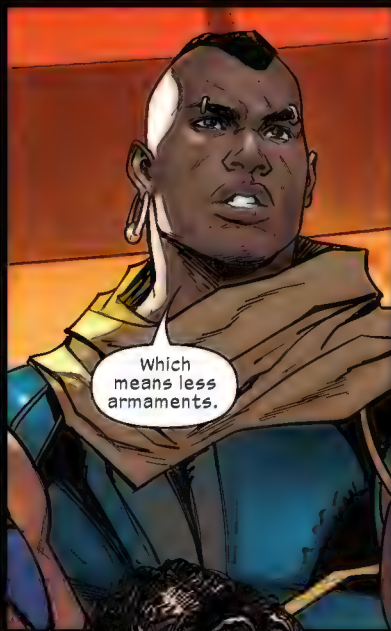
And they're holding the workers hostage, forcing them to mine... *for them.*



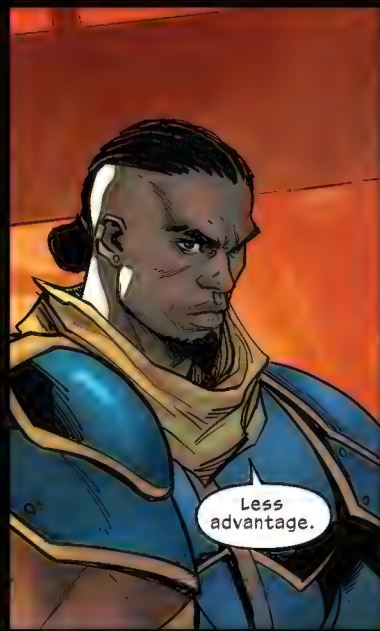


They certainly can.

But we're not operating at one hundred percent. T'Challa warned us about vibranium. So we're reducing its use. Running the kingdom on reserve power.



Which means less armaments.



Less advantage.



Then we fight without the toys.

I've never had them. I don't miss them.



Agreed. And we should get there soon.



So you're up for this?



The *Dora Milaje* are up for this?

Some traditions are better than others, Erik.

Shall we go tonight?

"Definitely."



Erik, let
me find the
innocents.

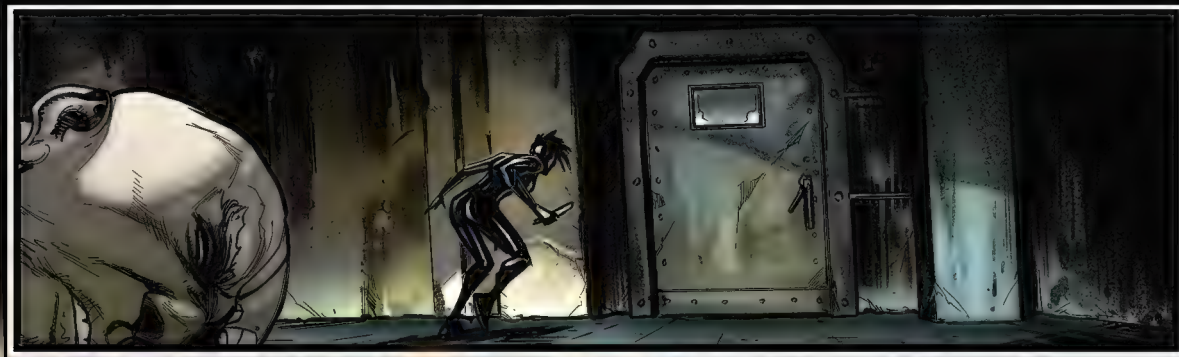
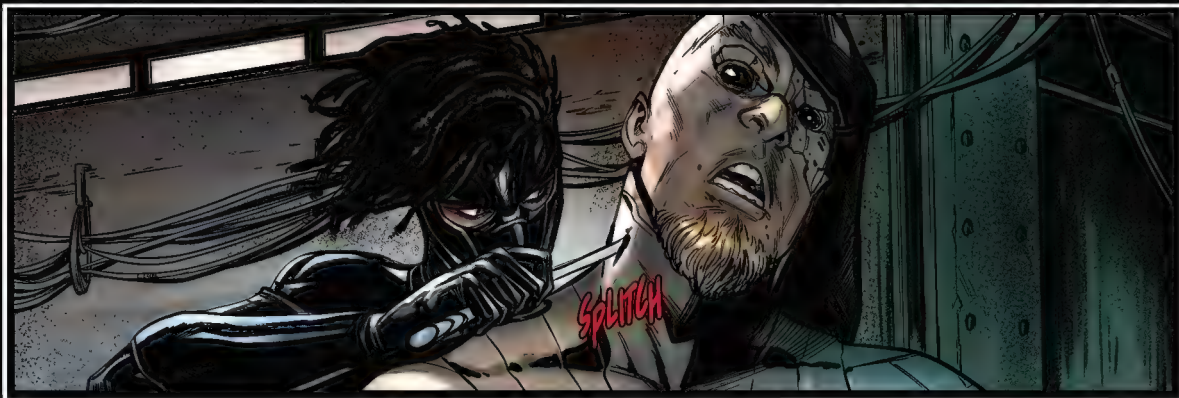


You
shouldn't
go alone,
Okoye.

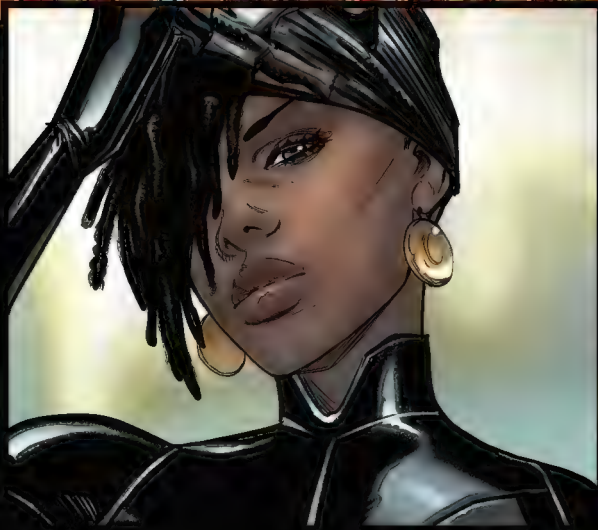


Alone is
faster.
And
far more
quiet.









"Erik. What do you want for the Upper and Lower Kingdoms?"

"What do you want for Wakanda?"

I don't have the right to have a vision for your nation, Okoye.

I'm here because T'Challa asked me to help you. Because he helped me.



But you *have* a vision, Erik. More than just fighting in the fields with Ororo.

Share it.



Wakanda can strengthen this whole continent. T'Challa will solve the problem of vibranium...

...and then my fear is that the walls go back up. You thrive. The world around you never receives your strength.



And you would lead Wakanda to lead Africa?



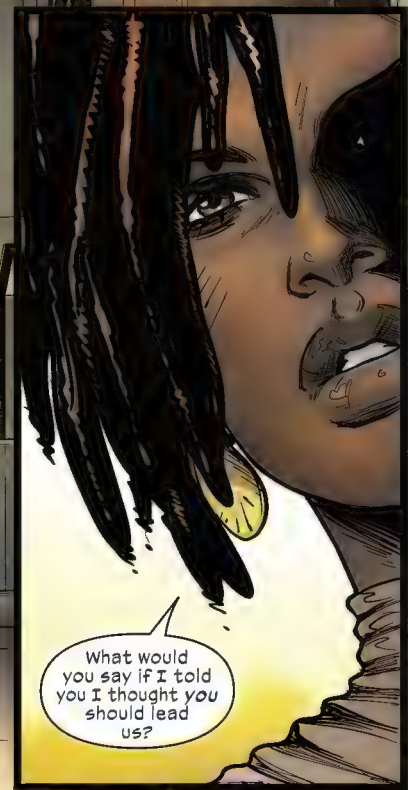
I would spread Wakanda from shoreline to shoreline.





There is very little fear in you, is there?

I smother it with my anger.



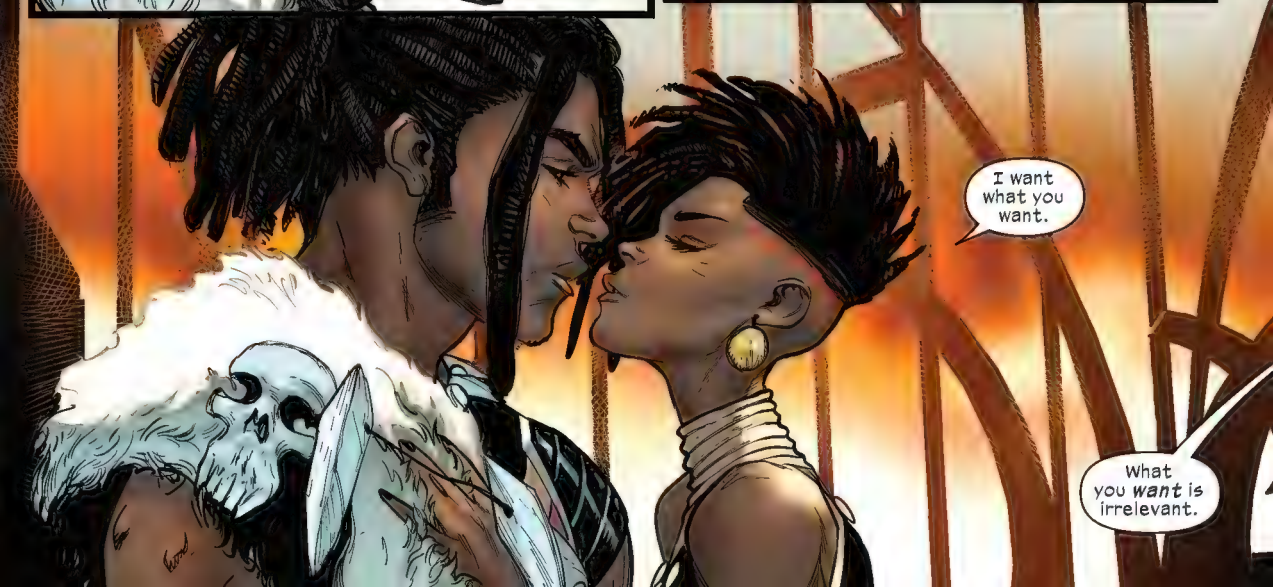
What would you say if I told you I thought you should lead us?



What?



What if I told you that I share your vision?



I want what you want.

What you want is irrelevant.



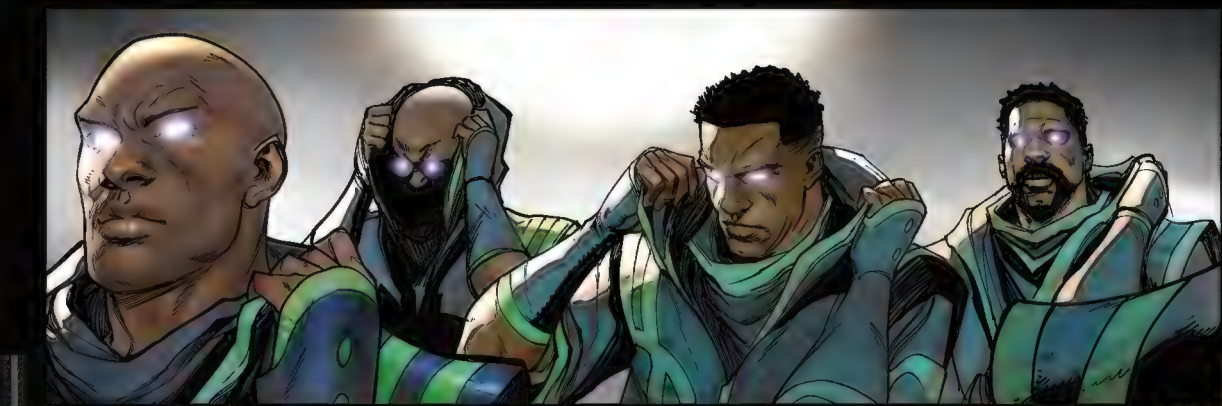
All that matters is what *must* be.



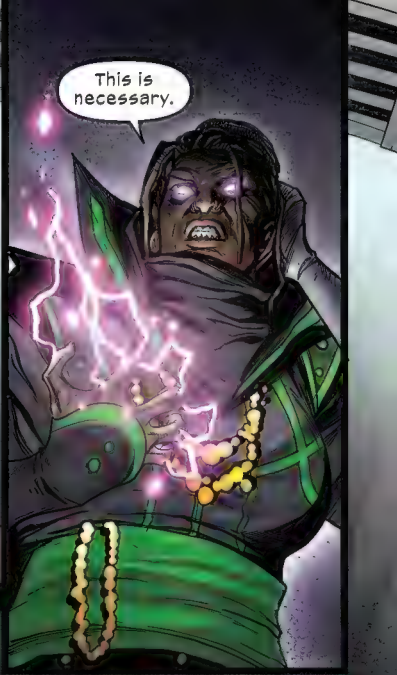
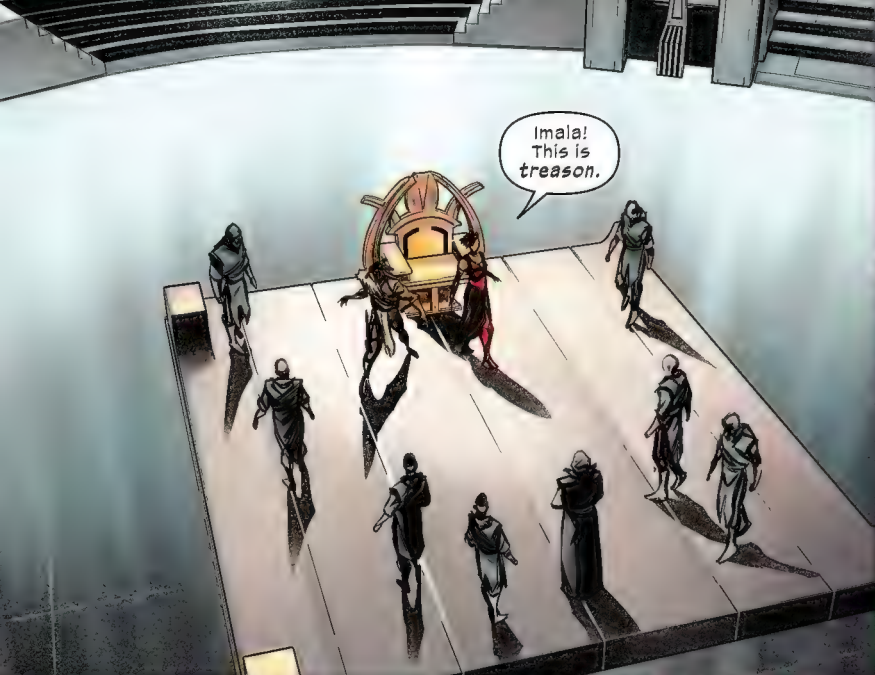
Matron Imala.
Why are the Vodu-Khan here?



To serve the will of the progenitors.
The will of vibranium.
And the will of prophecy.



Okoye.
Get behind me.





The
Vodu-khan
have waited for
generations.
For this
moment.

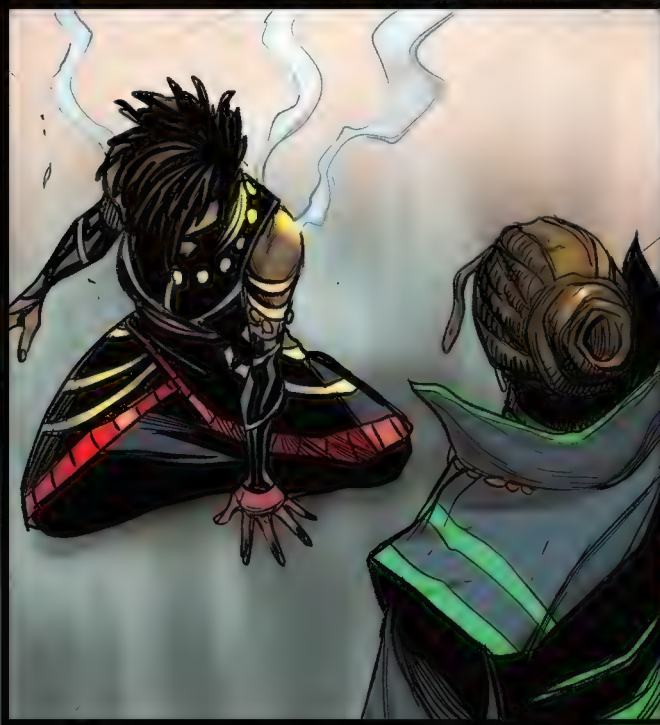


Nnnmpfh...



We have *always*
known the true power
of vibranium.

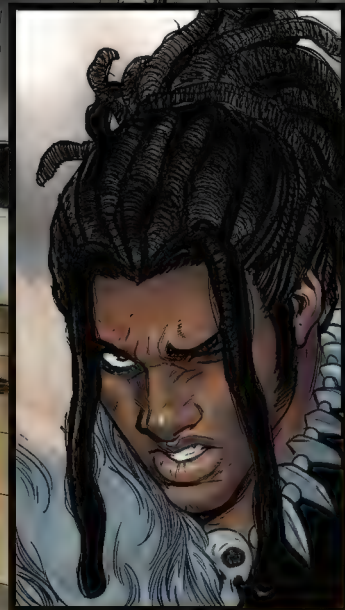
And the child
of light will be its
master.



But you
cannot bear
him.
My queen.



AAAAGGH!



Rarrggh!



Who do you think killed T'Challa's father? And empowered Khonshu?

And moved you all toward destiny?



The truth, Okoye. Let me fill you with it.



Hold on!





TO BE CONTINUED...



WRITER: **BRYAN HILL**
ARTIST: **STEFANO CASELLI**

COLOR ARTIST: **DAVID CUIEL**
LETTERER: **VC's JOE CARAMAGNA**
COVER ARTISTS: **STEFANO CASELLI & DAVID CUIEL**
VARIANT
COVER ARTISTS: **KAREN S. DARBOE & JIM CAMPBELL;**
YASMINE PUTRI; ROD REIS

DESIGN: **JAY BOWEN**
ASSISTANT EDITOR: **MICHELLE MARCHESE**
EDITOR: **WIL MOSS**
EDITOR IN CHIEF: **C.B. CEBULSKI**

BLACK PANTHER CREATED BY **STAN LEE & JACK KIRBY**

NEXT



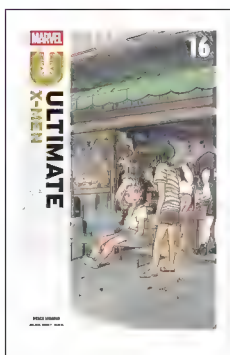
ON SALE IN **JULY**

ON SALE THIS MONTH



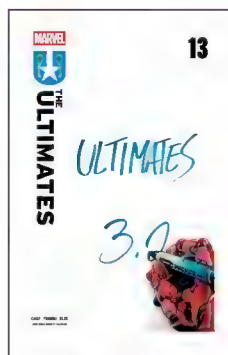
ULTIMATE SPIDER-MAN #18

BY **JONATHAN HICKMAN**
& **MARCO CHECCHETTO**



ULTIMATE X-MEN #16

BY **PEACH MOMOKO**



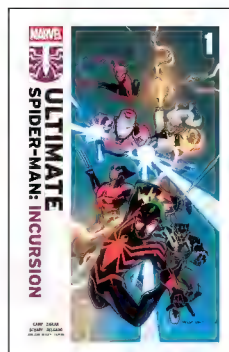
ULTIMATES #13

BY **DENIZ CAMP**
& **JUAN FRIGERI**



ULTIMATE WOLVERINE #6

BY **CHRIS CONDON** &
ALEX LINS



ULTIMATE SPIDER-MAN: INCURSION #1

BY **DENIZ CAMP, CODY ZIGLAR**
& **JONAS SCHARF**

WE WANT TO HEAR FROM YOU! EMAIL US AT ULTIMATEOFFICE@MARVEL.COM AND MARK YOUR LETTERS "OKAY TO PRINT"!



16

.....

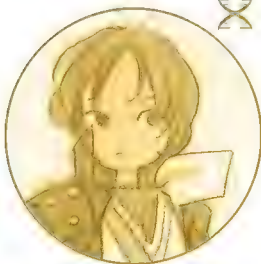
A diabolical genius known as **THE MAKER** used time travel to create his ideal Earth by systematically preventing anyone from ever becoming a super hero—except for those on his secret **MAKER'S COUNCIL**, whom he stationed to rule over different regions of the world.

HI NO KUNI ("**LAND OF THE SUN**") became one of two hotbeds for mutant activity, but civilians were unaware until social media exploded with the story of **CHILDREN OF THE ATOM**, a cult for mutant youth led by a zealot known as **MAESTER**, after **KANON SAINOUCHI** and her police officer brother, **TATSUYA**, found a suitcase containing a body—but Maker's Council member **VIPER** threatened Tatsuya into silence.

NICO MINORU has gone undercover as a member of Children of the Atom, calling herself **GRIMM**, in search of her missing friends **NATSU TSUKISHIMA** and **HISAKO ICHIKI (ARMOR)**. Meanwhile, **MEI IGARASHI (MAYSTORM)** leads a group of former cult members that call themselves **X-MEN**, joined by Kanon and their friend **MORI**...

ULTIMATE X-MEN

CAST:



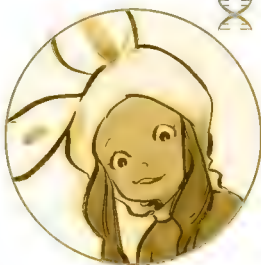
HISAKO ICHIKI
ARMOR



MEI IGARASHI
MAYSTORM



NICO MINORU
FLEDGLING PSYCHIC



MORI
NICO'S FRIEND



NATSU TSUKISHIMA
NICO'S FRIEND



KANON SAINOUCHI
PSYLOCKE



SHINOBU KAGEYAMA
SHADOW KING



NORIKO ASHIDA
SURGE, MEMBER
OF THE CHILDREN
OF THE ATOM



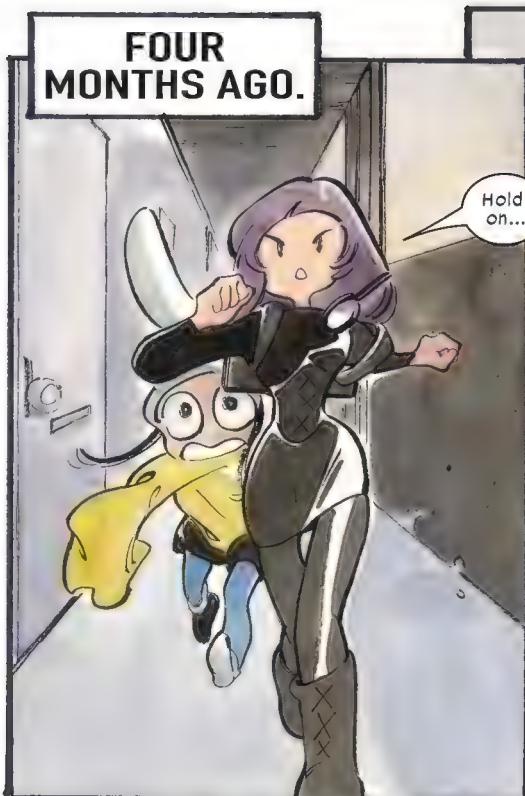
VIPER
ONE OF THE
MAKER'S COUNCIL



MAESTER
CHILDREN OF
THE ATOM LEADER

JUNE 2025

FOUR MONTHS AGO.



Hold on...

Why is my door open...?



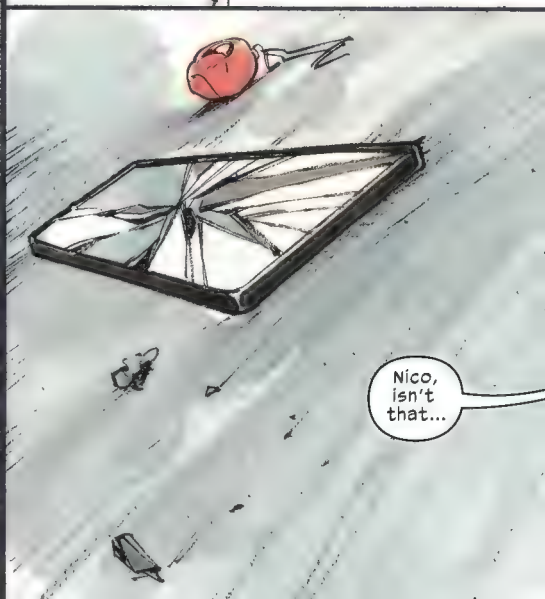
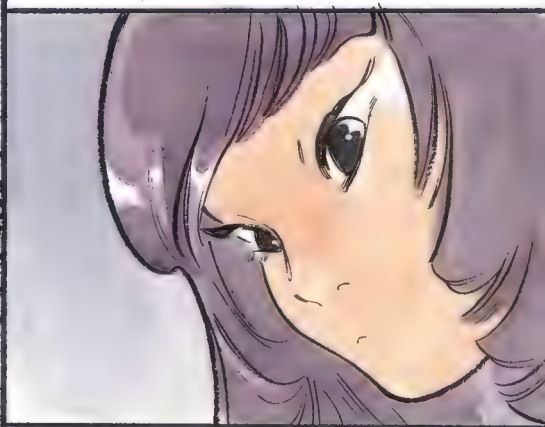
Hisako?!



Whoa! It's all messed up!!!

All of the magic seals are broken...

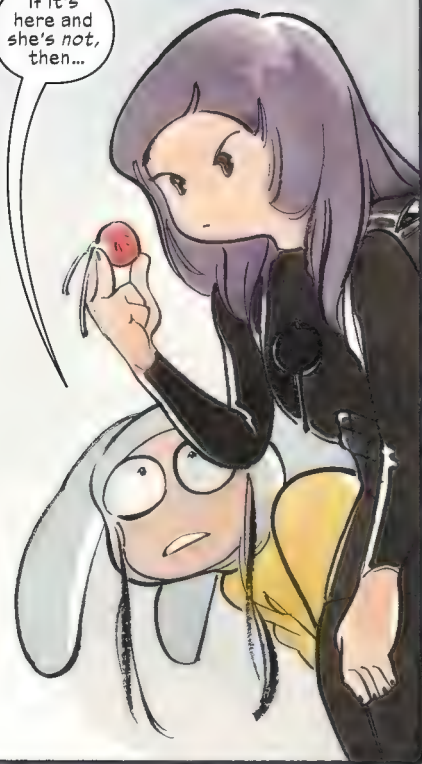
Where's Hisako?



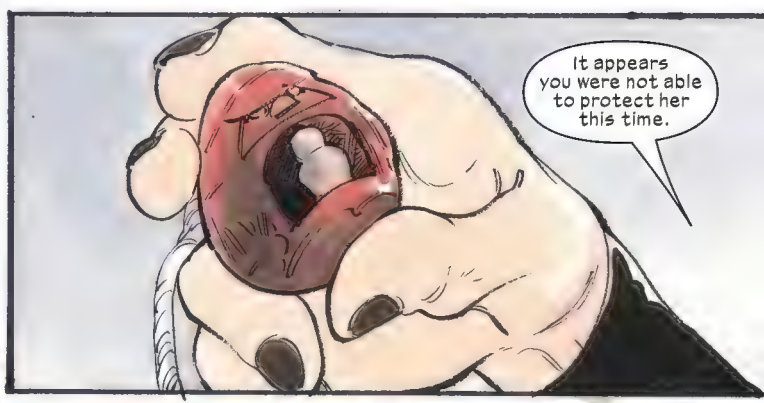
Nico, isn't that...

...Hisako's omamori? I've never seen her without it!

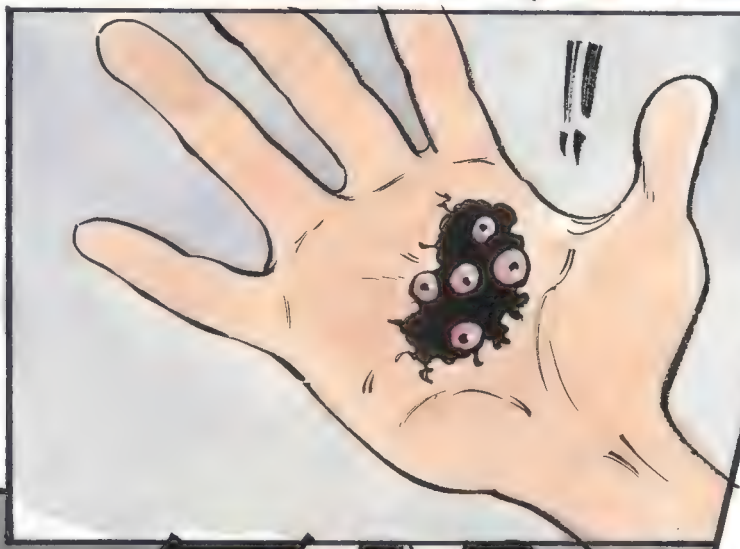
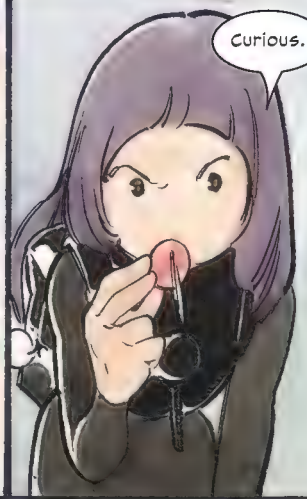
If it's here and she's not, then...



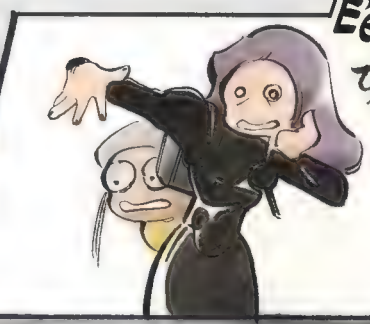
It appears you were not able to protect her this time.



Curious.

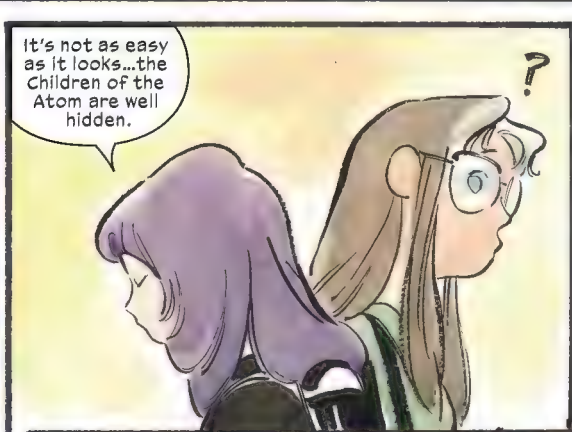
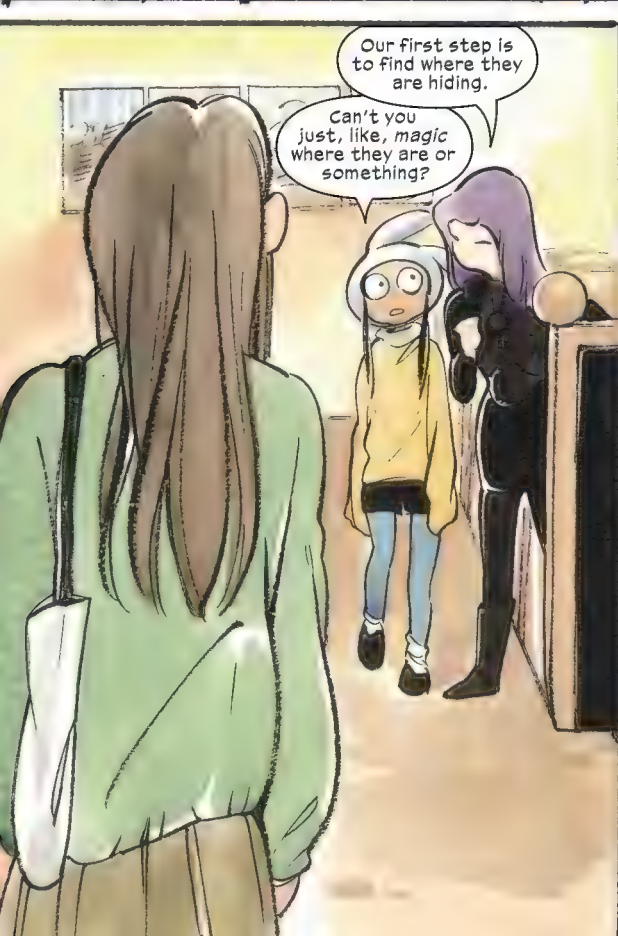
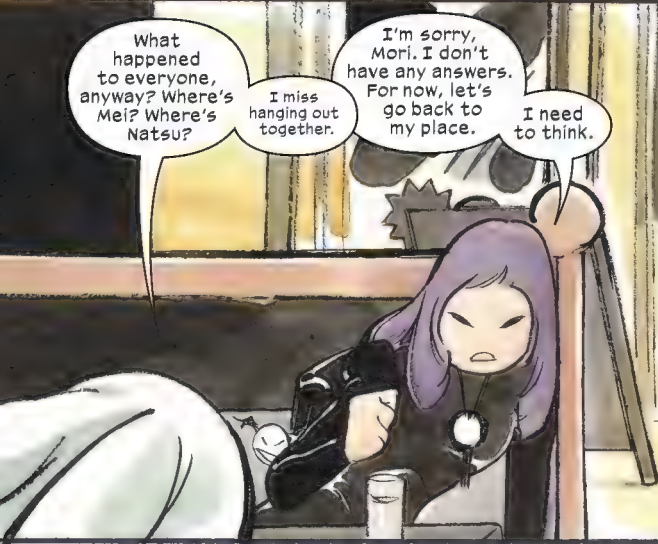
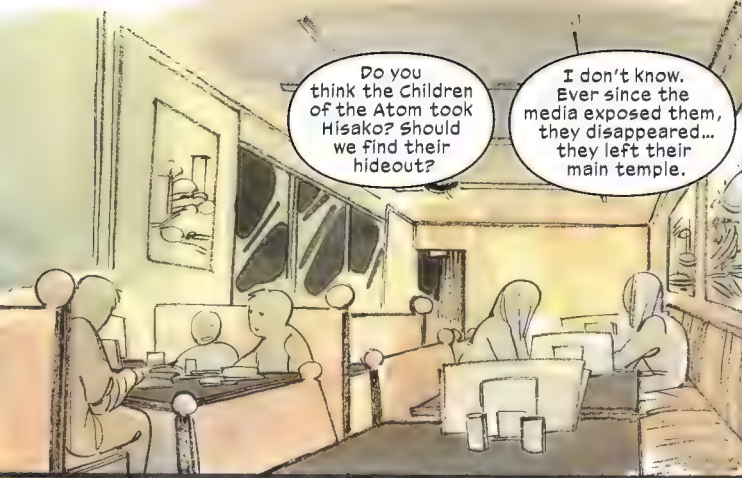


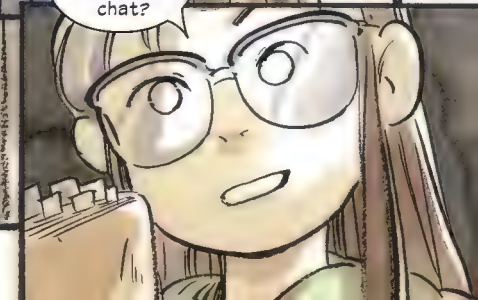
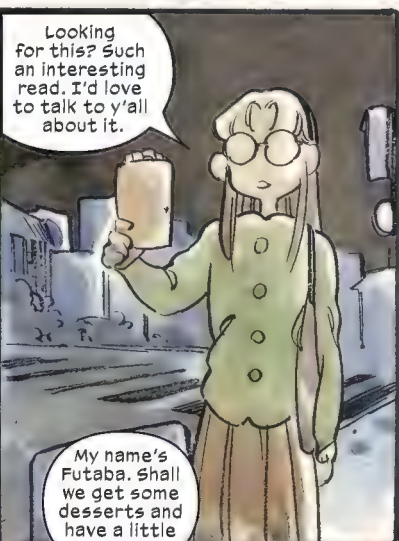
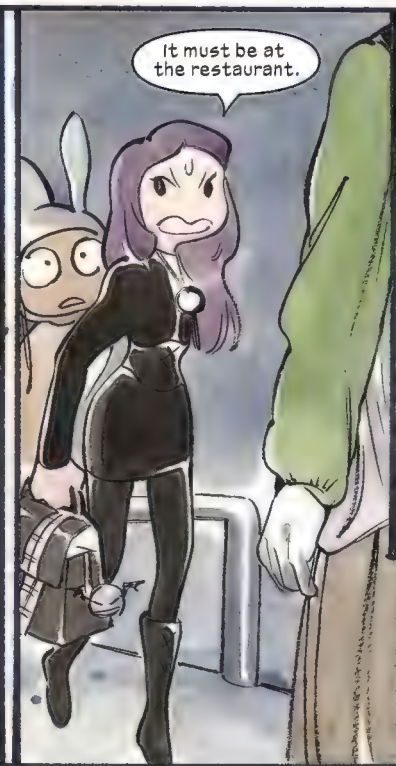
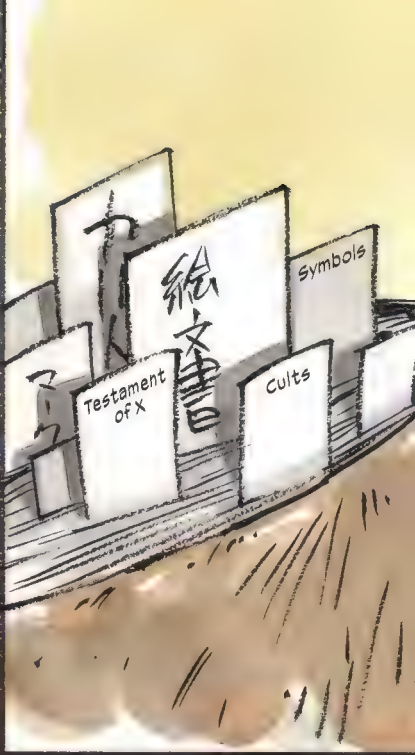
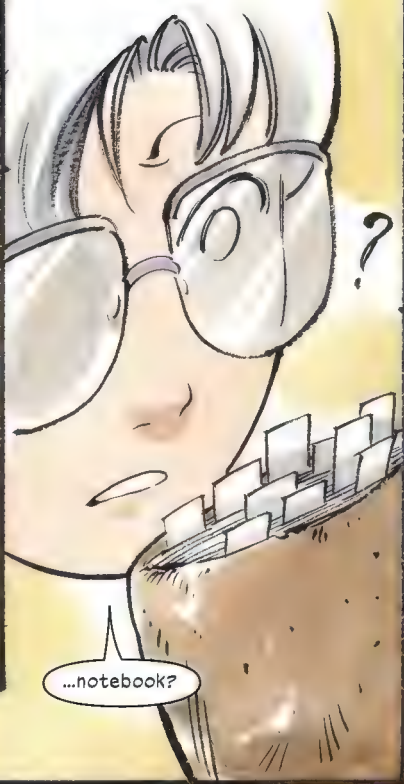
Eep!
Up!

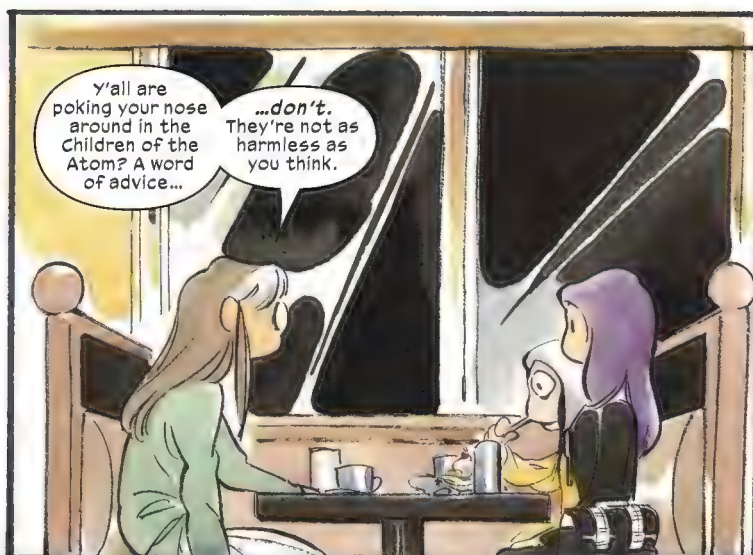


"What should we do now, Nico?"







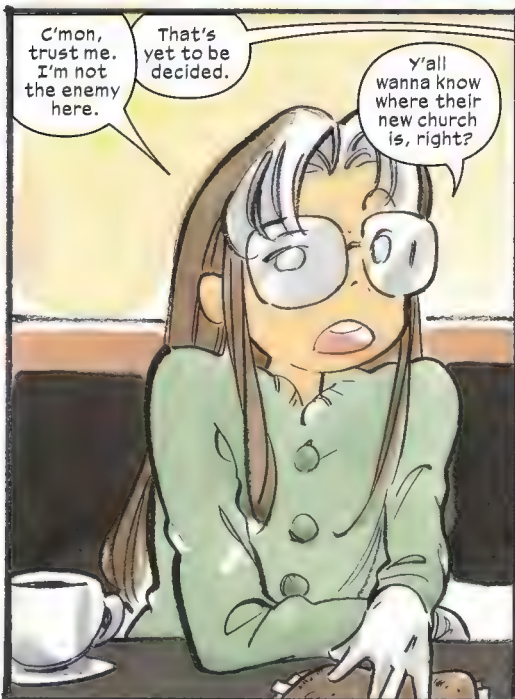


Y'all are poking your nose around in the Children of the Atom? A word of advice...

...don't. They're not as harmless as you think.



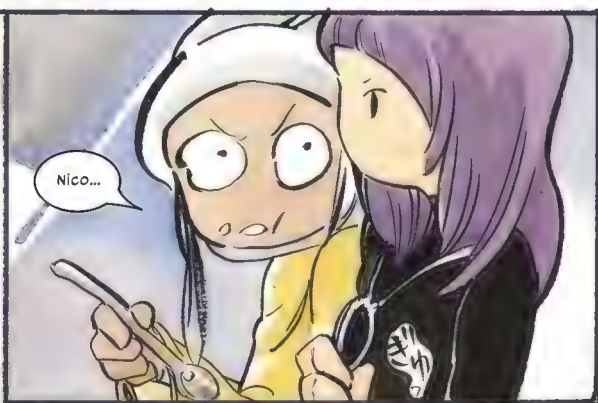
If you don't mind, I'll have my notebook back first.



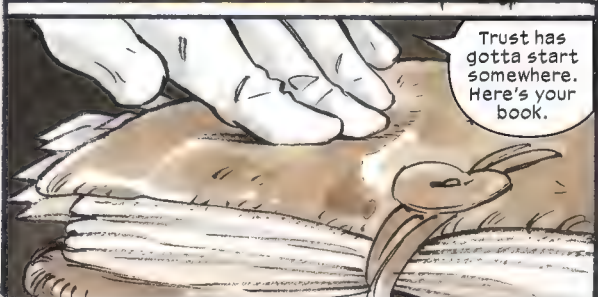
C'mon, trust me. I'm not the enemy here.

That's yet to be decided.

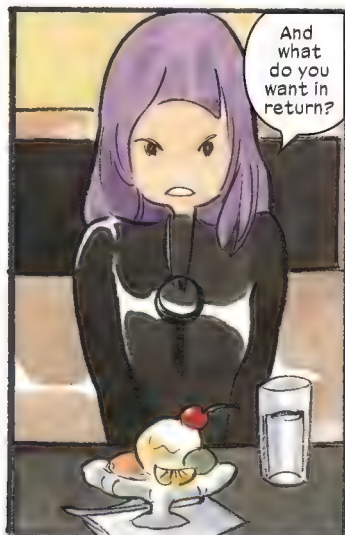
Y'all wanna know where their new church is, right?



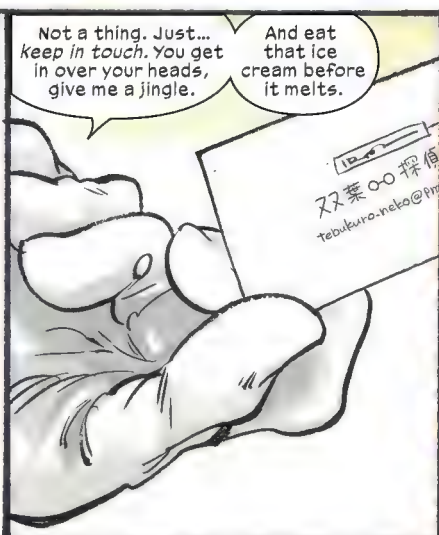
Nico...



Trust has gotta start somewhere. Here's your book.



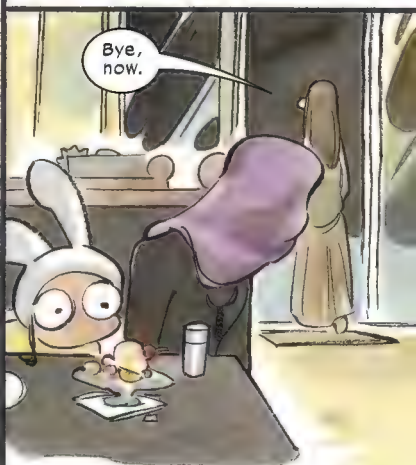
And what do you want in return?



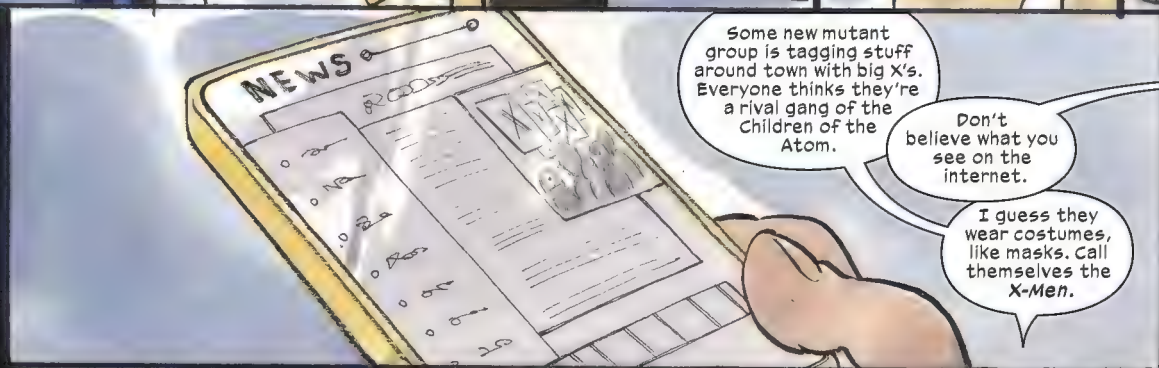
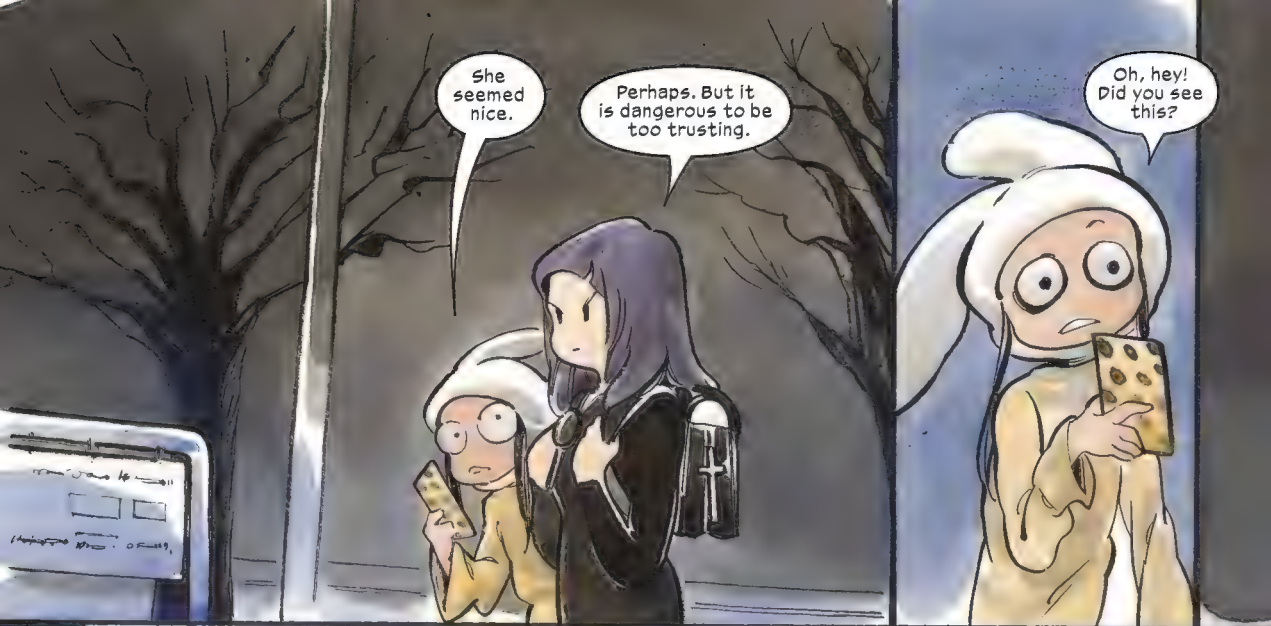
Not a thing. Just... keep in touch. You get in over your heads, give me a jingle.

And eat that ice cream before it melts.

双葉の探偵
Tebukuro.meko@pro



Bye, now.



NEW TEMPLE OF
THE CHILDREN
OF THE ATOM.
NOW.

What
do you want
to do next,
Grimm?!

Sniff
Sniff
Sniff

つん

つん

つん

What's
wrong with
that one?

Oh, her. I
don't know why
she's like that. She's
been to the adyton
more than any
of us.

She should
be happy to be
chosen to go.

Although...I've
heard some kids say
the adyton is scary
'cause it's in the
basement.

Maybe
they're
right.

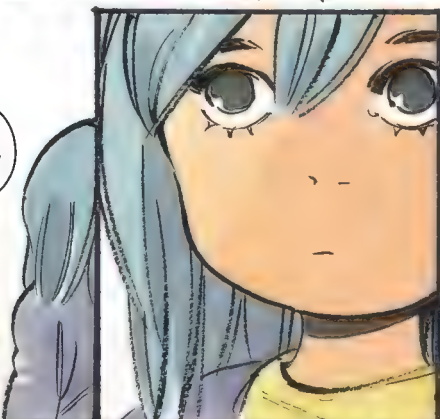
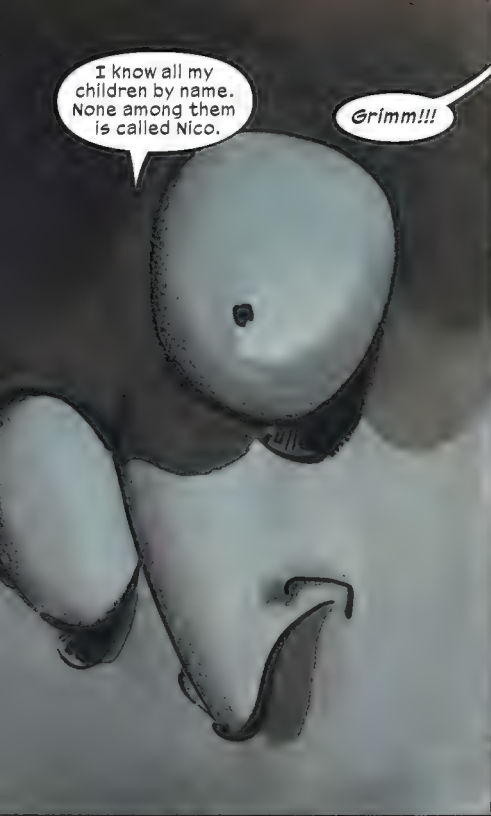
I kinda
think she may
not come back
after dinner
tonight.

How
do you get
to the adyton?
Surely someone
so blessed
should
know.

Not me.
You gotta
be picked
to go.





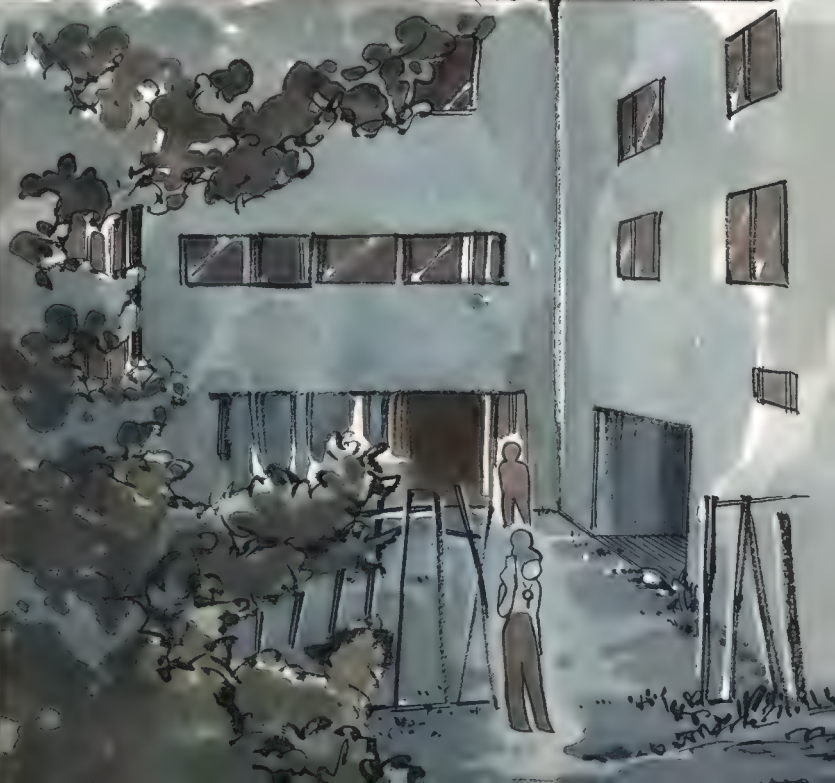


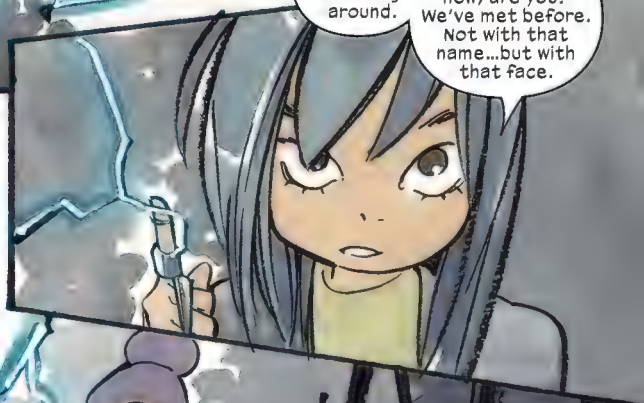
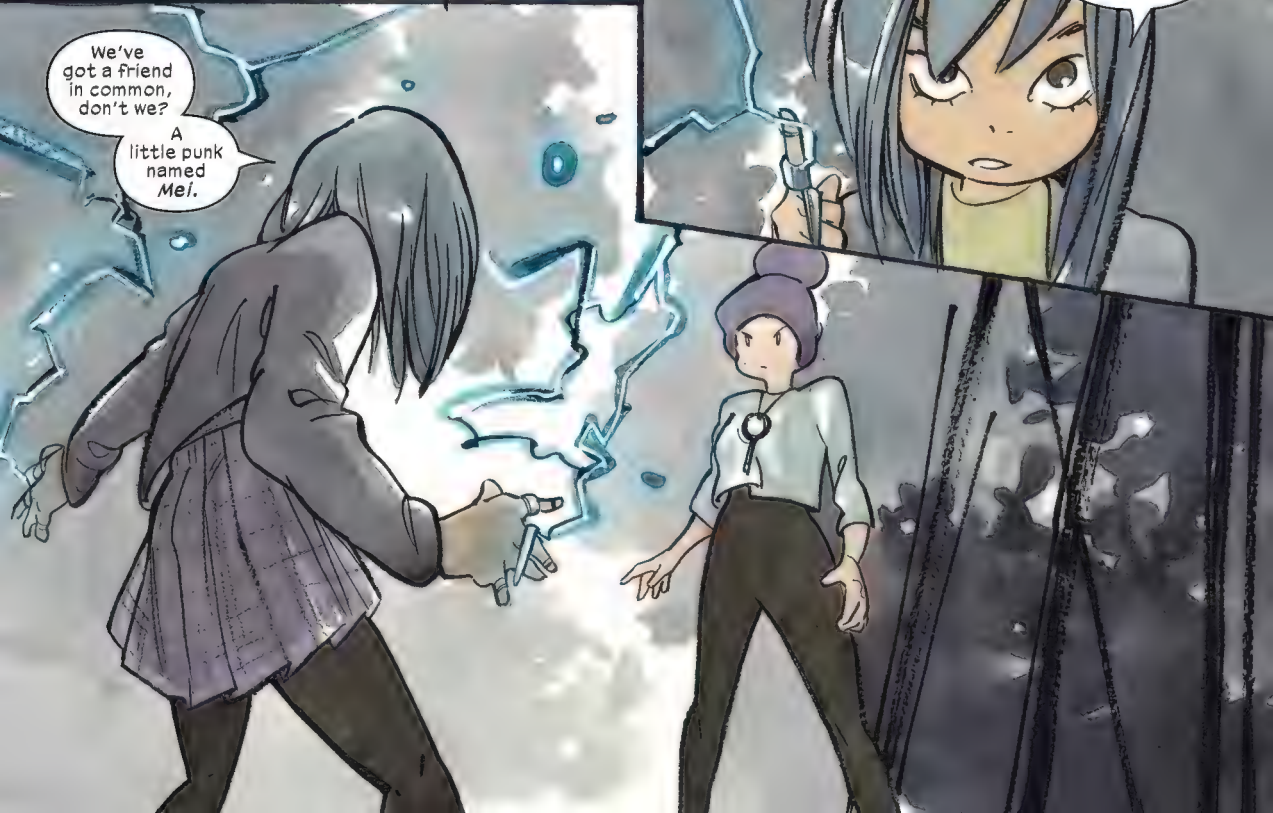


You get one warning, "Grimm." Try it again and static is the last thing you will ever taste.



Nighty night.







What do you think? If I turn in a traitor, will the Maester raise me up? Make me Superior?

Or maybe I'm secretly on your side. Wanna team up?

HAH!

As if, loser!!!



Look at that! I guess that staff of yours is good for more than just entertaining kiddies.



You're no fun at all! Come on, play with me! Say something!!!

What's so funny?!



Heh. Just you calling me a traitor. As if I ever had any loyalty to betray.

I will miss the children, though. I truly did like them.



How dare you!!!



YAAAAAAHHHH!



In truth, I don't care about you at all. I'm only here to find my friend.

What?! How did you do that?



You'll find
I can do many
things. Your folly was
underestimating
me.

You
wanna find your
friend? There're
no friends of
yours here!

We're
only the
elite! Only
the *chosen*
ones!!!



You said
you know
Mei.

What of
Kageyama?
You know him as
well, don't
you?

It's
because
of Kageyama
that my friend
is here.



You...
don't really
matter. I'm not
here to take your
place...I simply
do not care.



It would
be wise to
stay out of
my way.

Kageyama...
you wanna
know about
Kageyama?

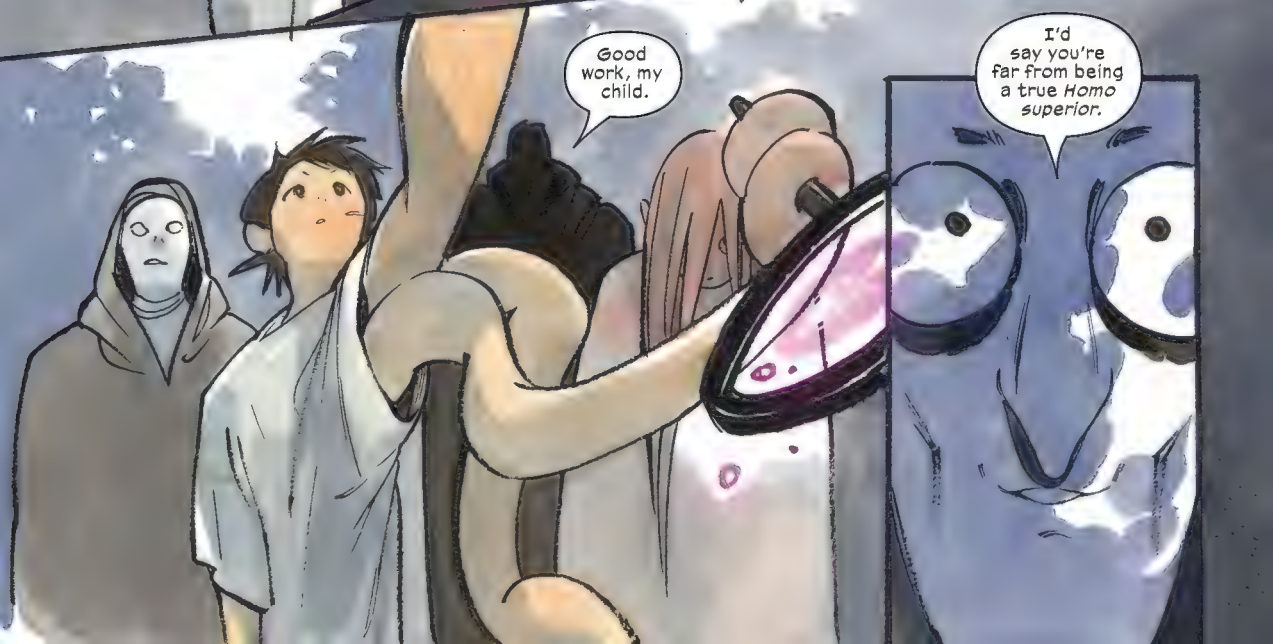
I've been
wondering
where he was.
To think he was
with your friend
this entire
time...

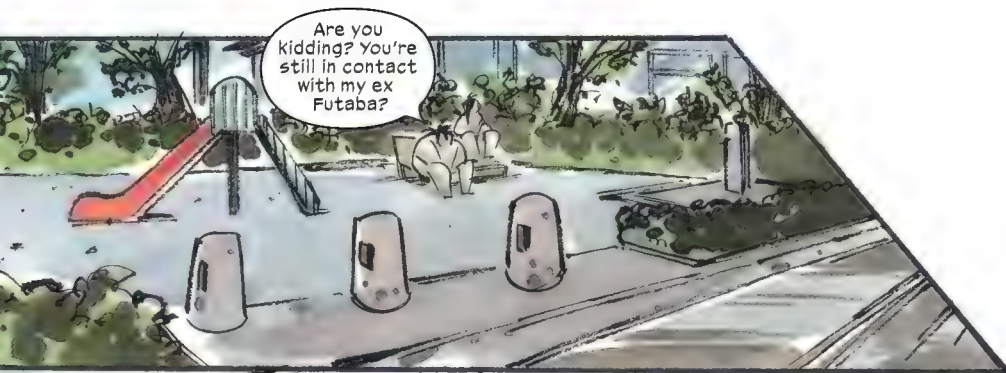
All
I gotta
say is...

...screw
you!!!

You...
you can
fly?!

Can
you not?
How
sad.
Perhaps
I am the
real Homo
superior?

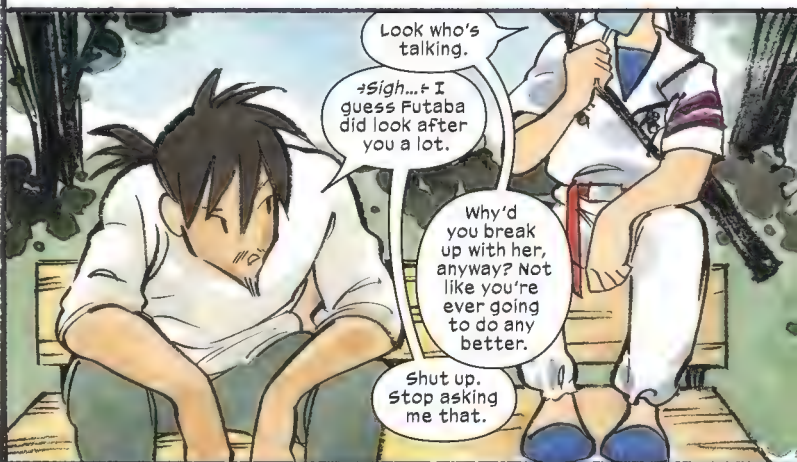




Are you kidding? You're still in contact with my ex Futaba?



Listen, sis, you've done a lot of crazy things...



Look who's talking.

→Sigh... I guess Futaba did look after you a lot.

Why'd you break up with her, anyway? Not like you're ever going to do any better.

Shut up. Stop asking me that.



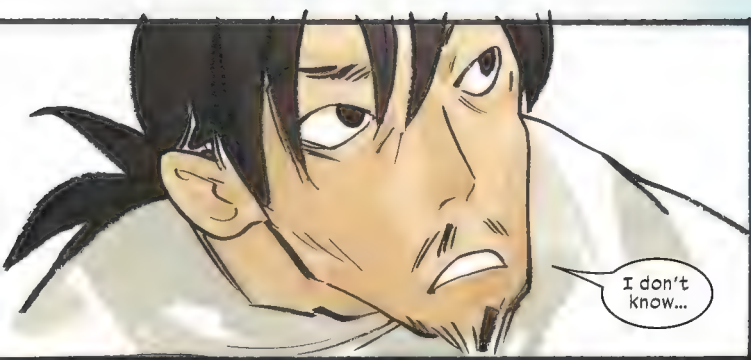
I'm glad you're doing good, though, Kanon.

I'm Kick-ass! Never better!



I heard you're planning a raid on the Children of the Atom to save a friend. That sounds exactly like the kind of stupid thing you would think of.

Sounds like a blast, don't ya think? Wanna come, Tatsuya??



I don't know...

"I used to have a job. A life. A purpose. All of that was gone the moment we found that suitcase with the body in it. I was freaked out, so I ran..."

"And what does my supportive sis do? Tells me I'm lame for running away."

"That was too much for me. I'm trying to protect you, choosing between life and death...and all you're worried about is if I look cool doing it."

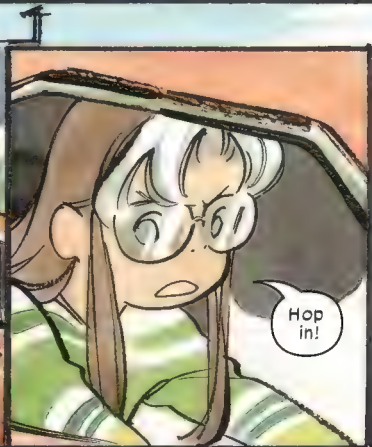
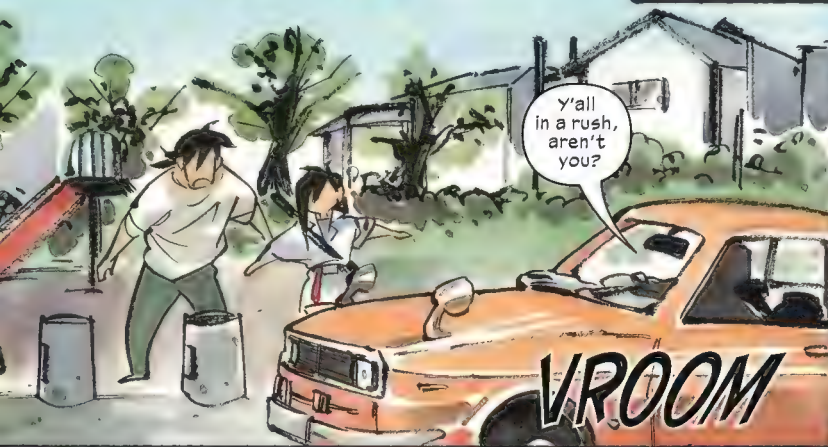
"I couldn't control my anger...I've regretted that ever since..."

I'm your older brother. I'm supposed to protect you, keep you safe. Instead, I ran away like a coward. Like I always do. Like I always have.

You were right. I was lame. It was too big. Too much for me. I couldn't face it. I wasn't angry at you--I was angry at myself for failing you.

Dude, get over it. Sure, you smacked me. But I wailed you back twice as hard.





LEXICON

HISAKO ICHIKI

STRIPED
SHIRTS



Hisako doesn't buy lunch from the school cafeteria and instead makes her own bento box, including microwaved karaage (chicken in bite-sized pieces) and onigiri (rice balls).

Hisako wanted a pair of glasses for a while and bought some...but ended up not wearing them much.

ONIGIRI
(RICE BALL)



WRITER & ARTIST: **PEACH MOMOKO**

SCRIPT ADAPTATION: **ZACK DAVISSON**

LETTERER: **VC's TRAVIS LANHAM**

COVER ARTIST: **PEACH MOMOKO**

VARIANT

COVER ARTISTS: **DOALY; MIGUEL MERCADO;
CORIN HOWELL & RACHELLE ROSENBERG;
PEACH MOMOKO**

DESIGN: **JAY BOWEN & KAT WALKINGTON**

ASSISTANT EDITOR: **MICHELLE MARCHESE**

EDITOR: **WIL MOSS**

EDITOR IN CHIEF: **C.B. CEBULSKI**

X-MEN CREATED BY **STAN LEE & JACK KIRBY**

NEXT



ON SALE IN **JULY**

ON SALE THIS MONTH



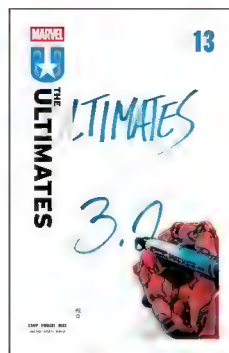
ULTIMATE SPIDER-MAN #18

BY **JONATHAN HICKMAN**
& **MARCO CHECCHETTO**



ULTIMATE BLACK PANTHER #17

BY **BRYAN HILL** &
STEFANO CASELLI



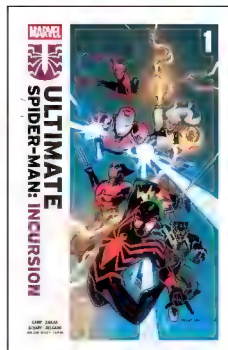
ULTIMATES #13

BY **DENIZ CAMP**
& **JUAN FRIGERI**



ULTIMATE WOLVERINE #6

BY **CHRIS CONDON** &
ALEX LINS



ULTIMATE SPIDER-MAN: INCURSION #1

BY **DENIZ CAMP**, **CODY ZIGLAR**
& **JONAS SCHARF**

WE WANT TO HEAR FROM YOU! EMAIL US AT ULTIMATEOFFICE@MARVEL.COM AND MARK YOUR LETTERS "OKAY TO PRINT"!



13

A diabolical genius known as **THE MAKER** used time travel to create his ideal Earth by systematically preventing anyone from ever becoming a super hero and by establishing a secret council of super villains, **THE MAKER'S COUNCIL**, that rules the world from the shadows.

But now the Maker is gone, locked away for the next six months by inventor **HOWARD STARK**. Howard's teenage son, **TONY**, took on the codename **IRON LAD** and began recruiting a network of heroes to fight back against the Maker's Council and prepare for the Maker's return.

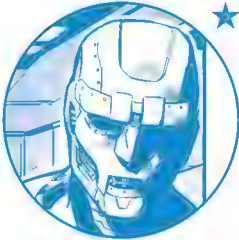
This network has been operating covertly across the globe—but time is running out before the Maker returns. But with the help of Tony's fusion to the **IMMORTUS ENGINE**, the **ULTIMATES** decided to make time their ally instead of their enemy. Little do they know, **WASP** has reported their plans back to **H.A.N.D.**, agents of the Maker's Council...

THE ULTIMATES

CAST:



IRON LAD
TONY STARK



DOOM
REED RICHARDS



CAPTAIN AMERICA
STEVE ROGERS



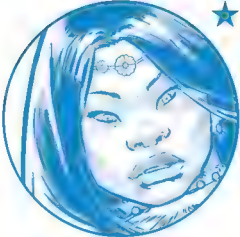
HAWKEYE
CHARLI RAMSEY



THOR
GOD OF THUNDER



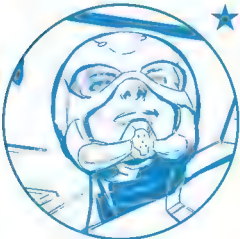
SIF
WARRIOR GODDESS



SHE-HULK
LEJORI JOENA ZAKARIA



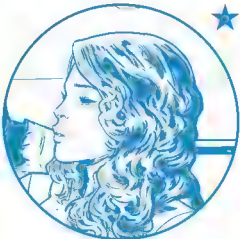
LUKE CAGE
PRISON REVOLTER



GIANT-MAN
HANK PYM



WASP
JANET VAN DYNE



AMERICA CHAVEZ
COSMIC POWERHOUSE



THE HUMAN TORCH
JIM HAMMOND

JUNE 2025



Dear
Dad...

--dead,
all twelve of
them. Just
kids.



Has it really
been a year?!

Someone
had drained their
blood--

Tony?
Hello? You
asked for this
debrief on the
Buenos Aires
mission.



Huh? Oh,
Janet. We're on...
the *Triskelion*...? I
didn't hear the
teleporter--

I reduced
my size and mass
to save energy.
Like you asked,
remember?

It feels
much
longer.!





But third time lucky!

This is it!

"Failure is what comes before success," right?!



What I realized-- what we realized--!

It said on the app they're actually going to be here, like actually--

--was we were still looking to the past for all our inspiration. Our symbols, our methods, even our names!



We're done with that now. We can no longer be slaves to a stolen past..

ohmygod

What was lost was lost forever!



It's really them.

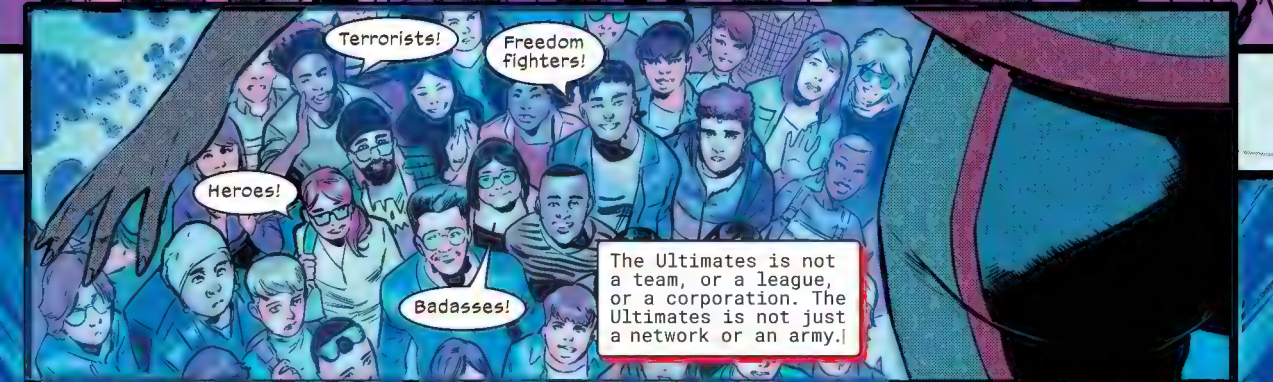
From now on, we look to the future for inspiration!

It's wonderful to see so many new faces.



That means we have to continually define ourselves for ourselves. We have to answer the question everyone is asking!

Who are "the Ultimates"?



Terrorists!

Freedom fighters!

Heroes!

Badasses!

The Ultimates is not a team, or a league, or a corporation. The Ultimates is not just a network or an army.



You. You are the Ultimates. Every one of you.



So... they stole your future. Do you want it back?

The Ultimates is a movement.

**MOUNT JOHANN.
RED SKULL STRONGHOLD.**

I can hear you scoff
across time and space.!

You were so proudly and loudly
"post-politics." My idealism was
always childish to you--a phase
you said I'd grow out of.!

All 172
children safe
and accounted
for--don't hold
back!

In your world,
only irony could
be sincere.!

And look where
that got us.!

Where
is he?! Where
is the "Grand
Skull"?!!



Still, there are lessons to be learned from the past. Or relearned.

We surrender!

Lessons your generation forgot.

Luckily we've found some good teachers. Men of conviction. Men who know what it is to stand for and against something.



Your time in the Red Skulls ends here, one way or another. We will not stop until every Red Skull is dead, imprisoned or rehabilitated. This entire organization is rotten--and coming to an end.

That's not a *threat*, it's a *fact*. The skulls you wear may as well be *targets*. Understand?



you!

Red Skulls till we die!

Commie race traitor!

We can't just burn their flags, raid their fortresses, confiscate their resources...



I was nobody before I came here. I don't want to die. But I don't want to be nobody again.

If I'm not a Red Skull, then what am I supposed to be?

...we have to give them something new to believe in.

We're inventing new ways to connect--to find each other, to exchange information and ideas.

We're building a new sincerity!

--Ultimates' continued attack on energy infrastructure causing massive shortages and rocketing prices. Roxxon CEO Rex Bonhurst had this to say:

You are now connected to the **Ultimates Network**.

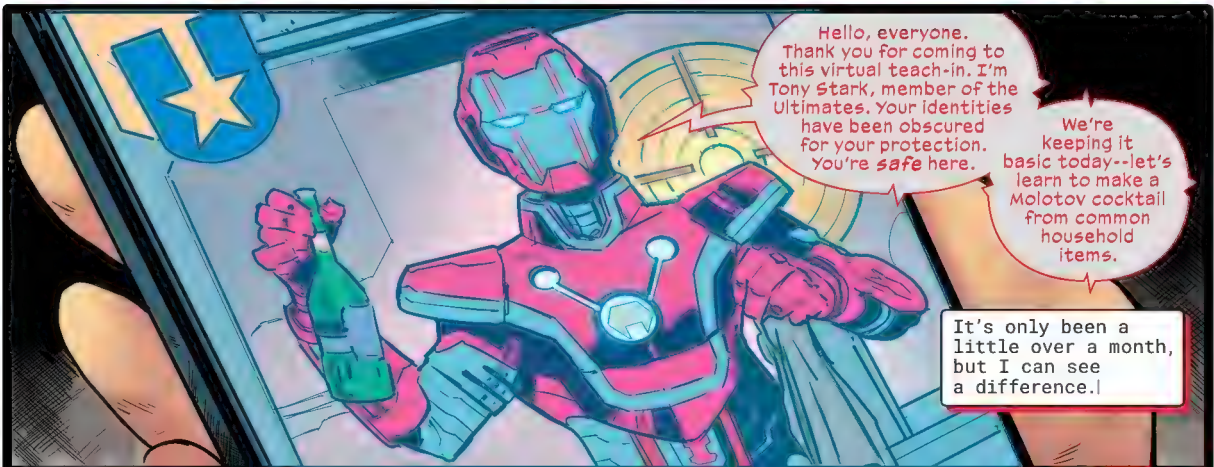
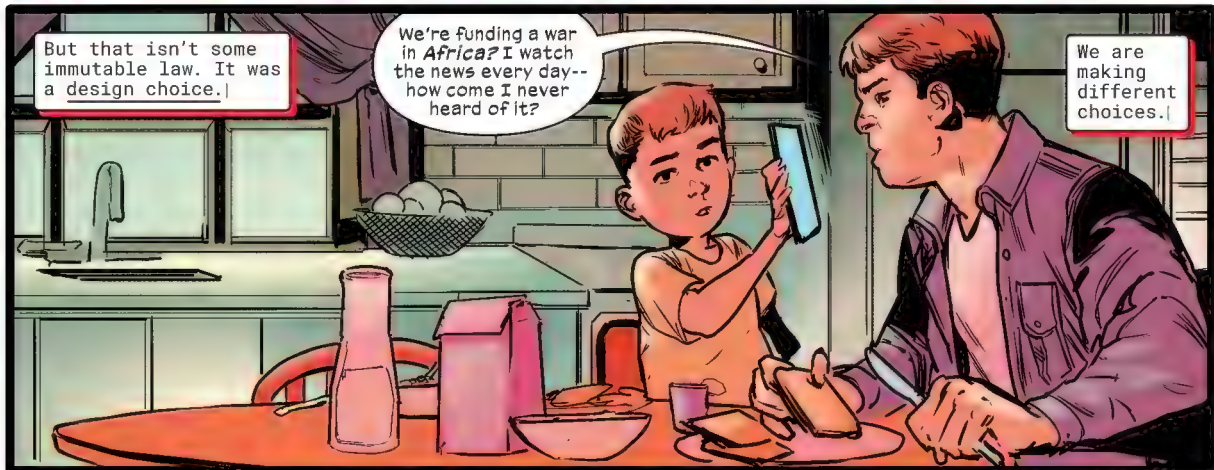
Traditional media will never tell our side of the story. The Council controls all sources of information--television, newspapers, radio, the internet.!

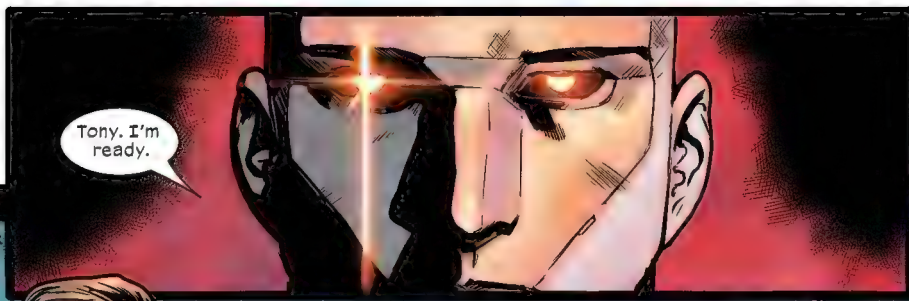
Terrorists and their insane campaign against the good people of this great union cannot be tolerated! They are costing consumers billions and disrupting the lives of millions of North Americans!

So we built our own internet!

UNCOVERED FROM COUNCIL SECRET FILES:
ROXXON AND THE DESTRUCTION OF GARDEN OF EDEN

By Phantom Reporter



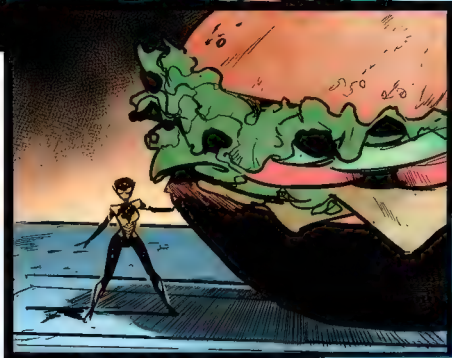


Tony, I'm ready.



Are you *sure*, Mr. Hammond?

You can take some time to think--

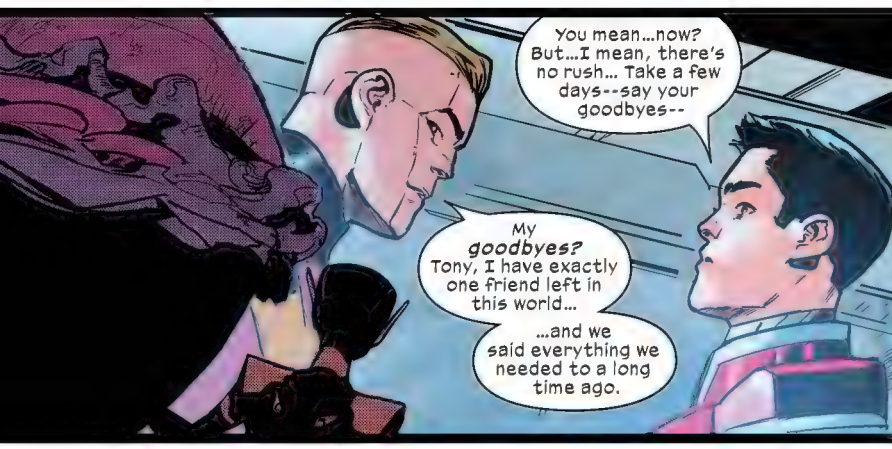


That's your problem, Tony. Too much thinking, not enough doing.

What we're asking-- what *I'm* asking you to sacrifice...

I understand what you're asking better than *you* do, Tony. I've been here before.

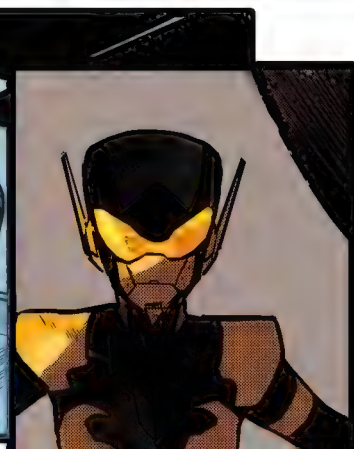
This isn't complicated. It has to be done, and I'm the only one who can do it. So let's just do it.

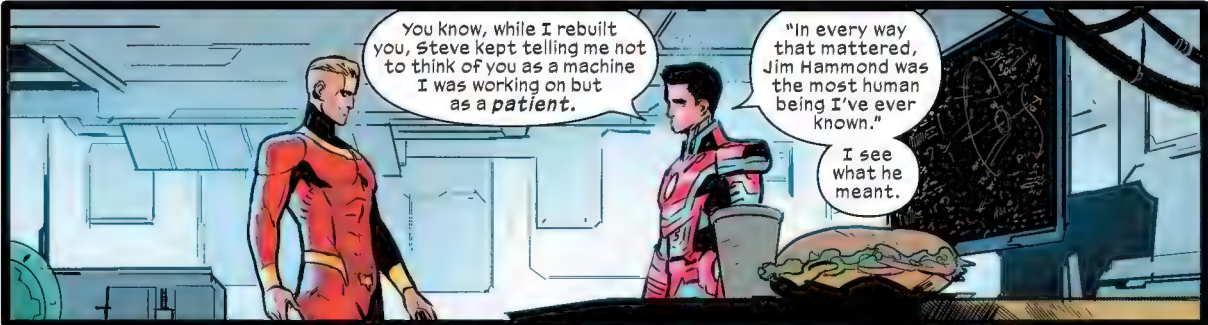
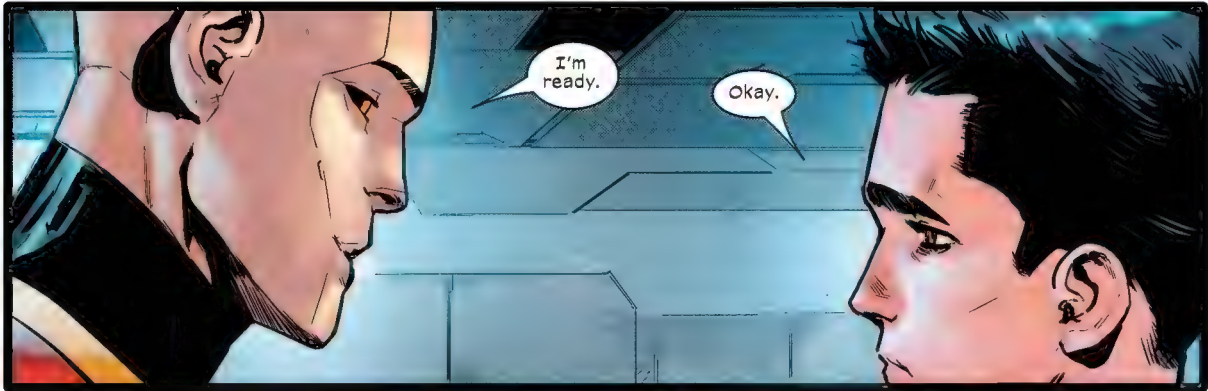


You mean...now? But...I mean, there's no rush... Take a few days--say your goodbyes--

My goodbyes? Tony, I have exactly one friend left in this world...

...and we said everything we needed to a long time ago.



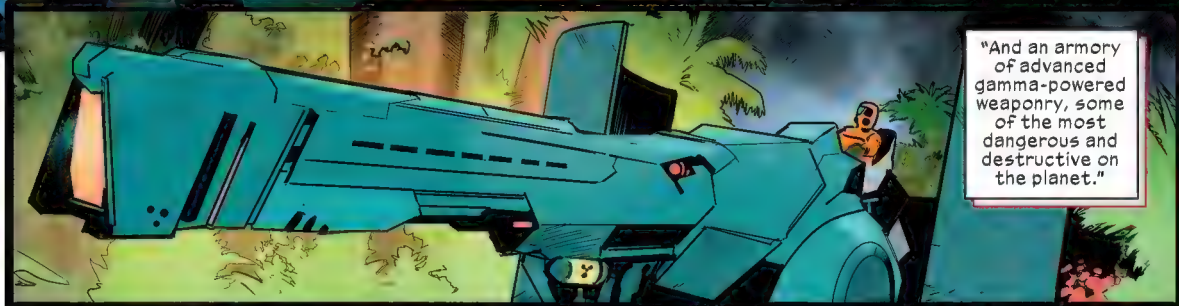




"Regiments
of fanatically
devoted
soldiers.



"Four Immortal
Weapons, rotating
in and out, to deal with
local megafauna.



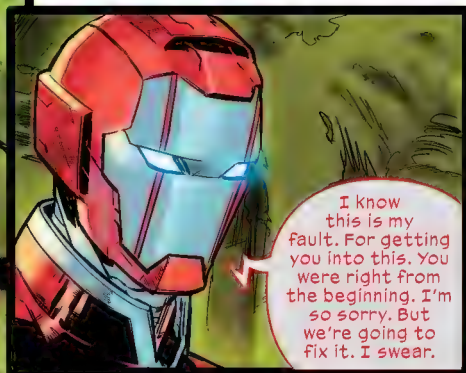
"And an armory
of advanced
gamma-powered
weaponry, some
of the most
dangerous and
destructive on the
planet."



But
they
do not
belong
here.



And they do not know the island as I do.



I know this is my fault. For getting you into this. You were right from the beginning. I'm so sorry. But we're going to fix it. I swear.



Rushing in was our mistake last time. This time must be different.



Absolutely.

First we observe. Then we plan. Then we prepare.



And then we take it back.

And I kill Banner with my bare hands.

I asked God for help,
and God answered in
a voice like thunder.

THE GODS
MAKE WAR ON
A SCALE YOU CANNOT
IMAGINE! NINE REALMS
HANG IN THE BALANCE! THE
FIGHT FOR MIDGARD
IS BUT A MINOR
SKIRMISH!

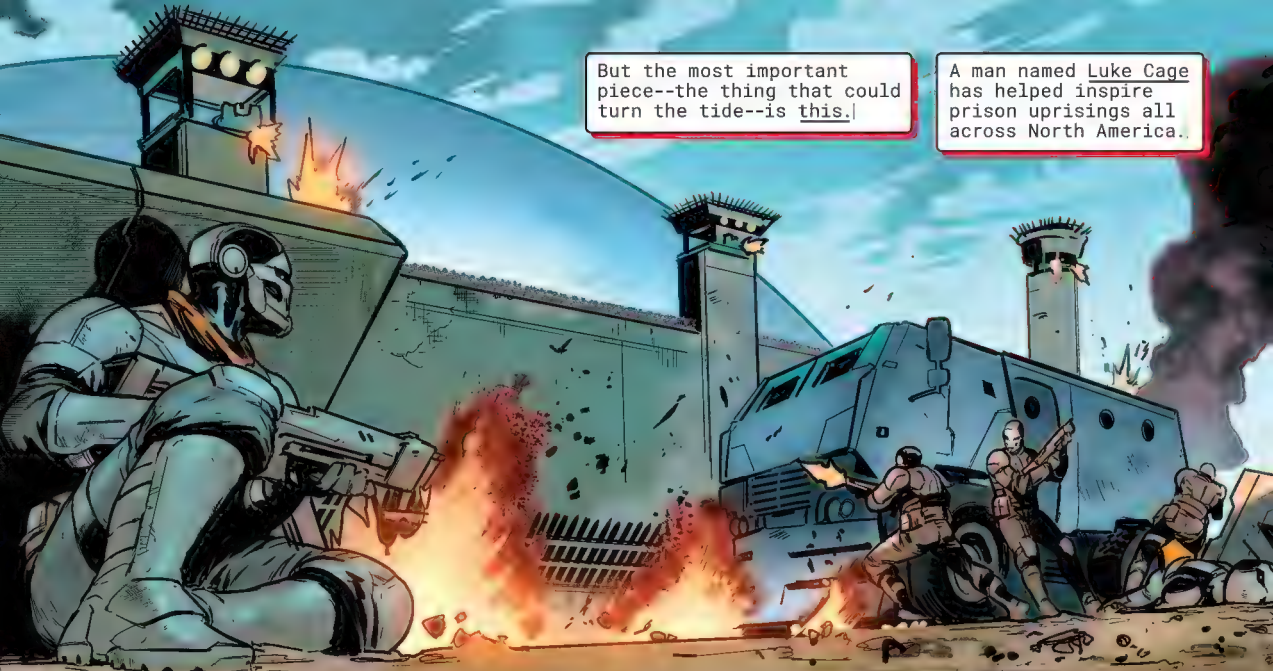
KNEEL AND
BEG ALL YOU
LIKE, IRON LAD. THE
GODS NO LONGER
ANSWER MORTAL
PRAYERS.

NOW YOU
MUST ANSWER
YOUR OWN.

KRAK
AT
HOOOOOMM

God said he
was busy.

The gods
are kind of
Dad.



But the most important piece--the thing that could turn the tide--is this..!

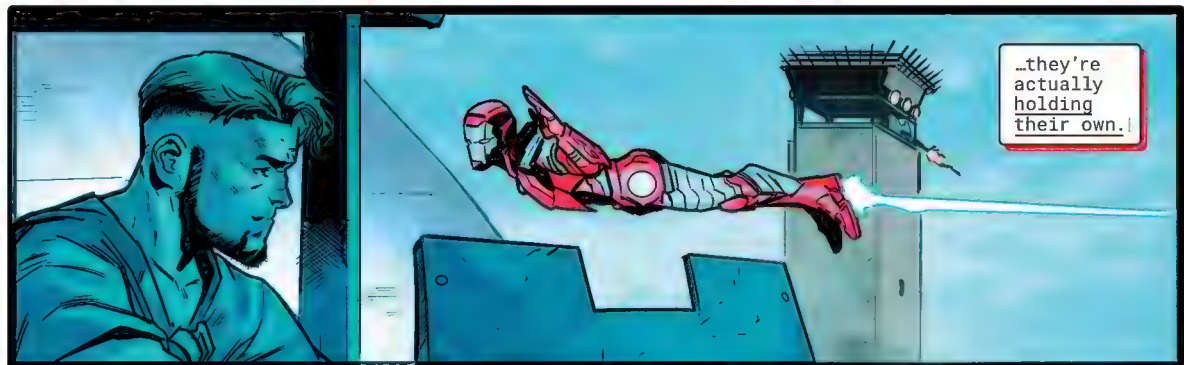
A man named Luke Cage has helped inspire prison uprisings all across North America..



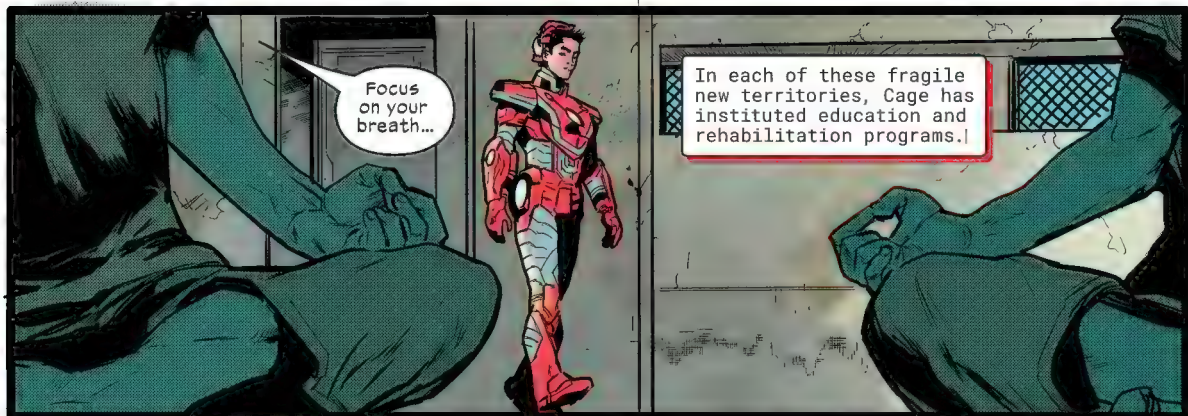
Many have declared themselves sovereign states and have been defending themselves as such..!



As the facilities were already heavily militarized and North American forces are confused and fragmented since... since your removal from the Council...!



...they're actually holding their own..!



Focus
on your
breath...

In each of these fragile
new territories, Cage has
instituted education and
rehabilitation programs. |



It's still early,
but they seem
to be working. |

...feel
your chest
expanding...

Hardened killers,
violent racists,
compulsive thieves--
no one is beyond
redemption, if given
the right environment
and the right tools. |



...contracting...

It turns out
locking away the
problems your society
creates isn't the same
as solving them.



...in and
out...

This is what
a revolution
looks like. |

And this is how we build on it.

Congratulations to the inaugural class of the "Ultimate Avengers" Program.

ULTIMATES 3
A NEW BEGINNING

After Cage, Charli and Joena, we realized--I realized--we'd been going about it all the wrong way.

Over the next months, we will teach you, we will train you.

Eventually, we will work with you to pick out the superhuman catalyst right for you and help you construct your super-identity from *stealth suit* to *codename*.

Heroes aren't born or made.

Each of you has proven yourself a hero a hundred times over. This program is not about teaching you how to be a hero.

They rise up, from the people. From the struggle.

It's about giving you the tools to succeed in using these new powers and abilities for the movement.

Our prisons are overflowing with political prisoners, community leaders... *dangers to the status quo*. People who stood up. |

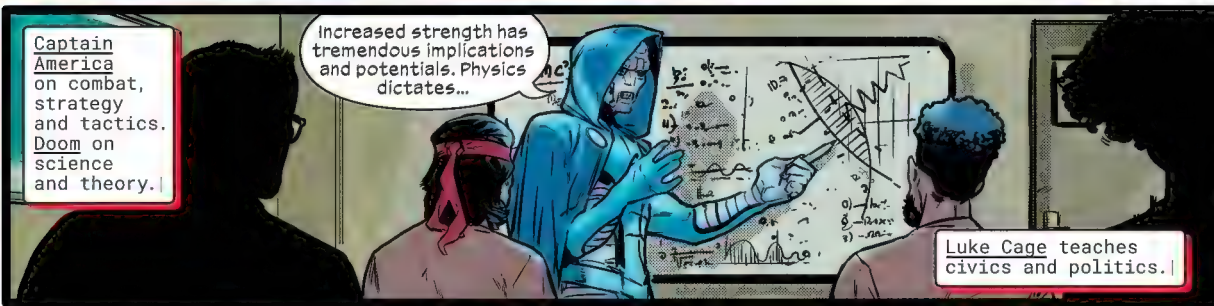
Heroes, in other words.

It's about taking things to the next level.

It's not the Maker's list that marks them heroes. It's their actions.



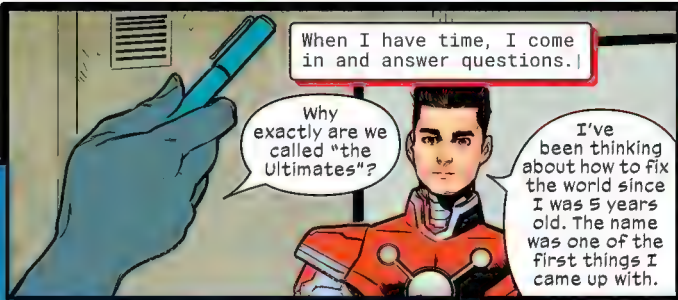
But this time, rather than throwing them into deep water and hoping they figure out how to swim before they drown, we're actually preparing them.



Captain America on combat, strategy and tactics. Doom on science and theory.

Increased strength has tremendous implications and potentials. Physics dictates...

Luke Cage teaches civics and politics.



When I have time, I come in and answer questions.

Why exactly are we called "the Ultimates"?

I've been thinking about how to fix the world since I was 5 years old. The name was one of the first things I came up with.



So...we were named by a 5-year-old?

A very clever 5-year-old.

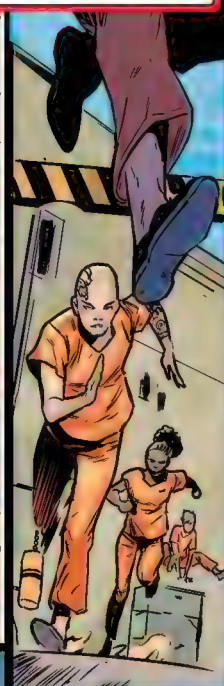
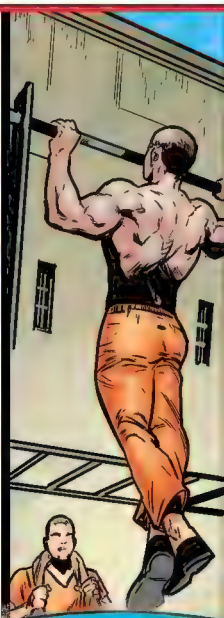


Of course, we don't have a lot of time.



But prisons have always had a strange relationship to time.

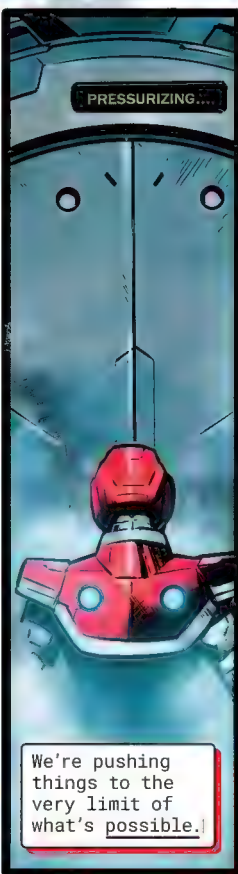
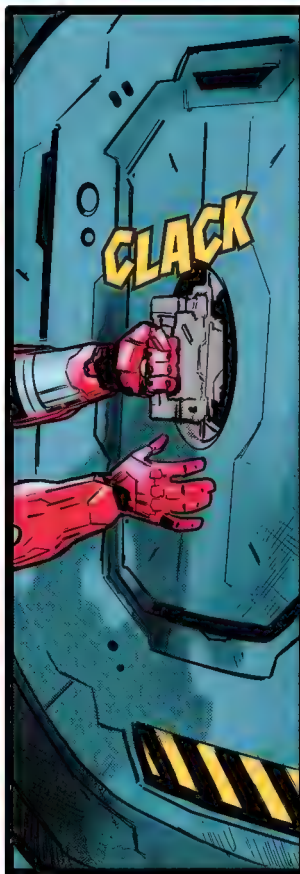
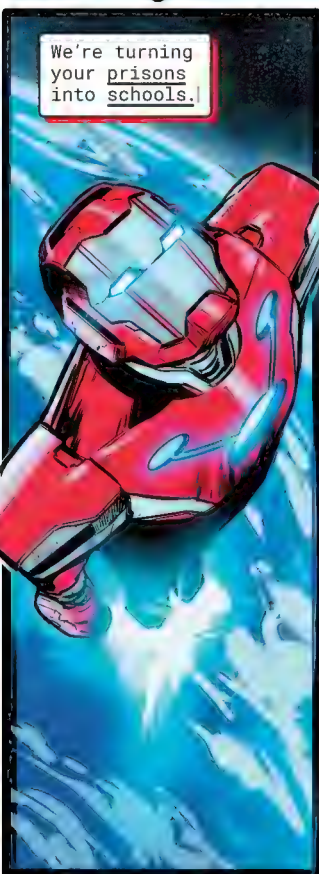
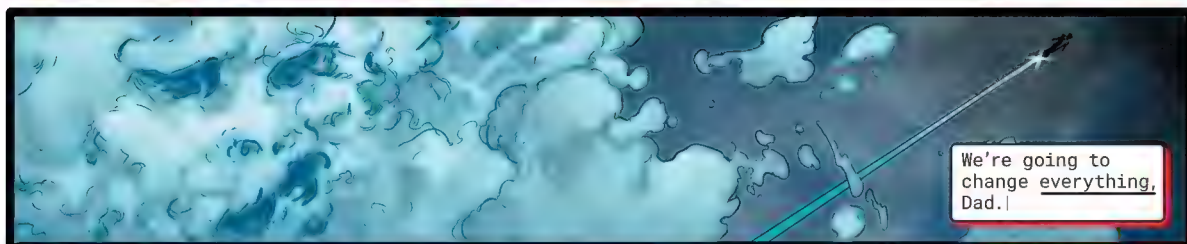
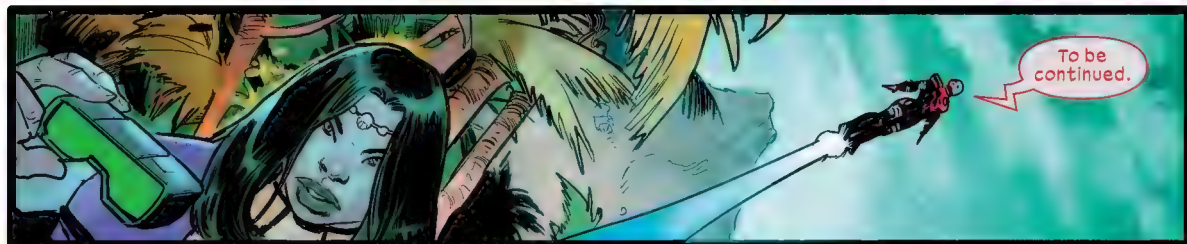
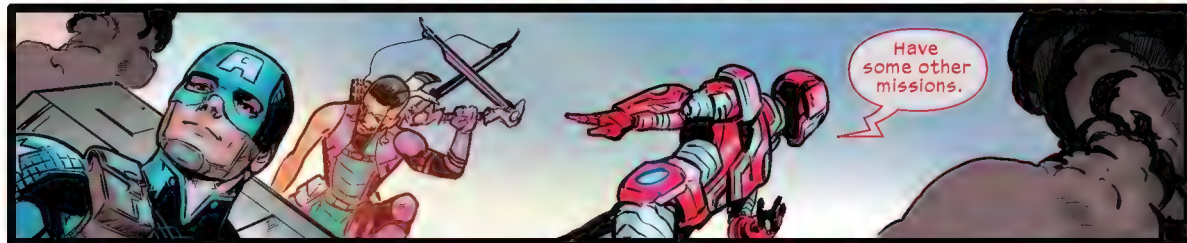
Inside these walls, time passes much faster than it does in the outside world, at a ratio of about 6-to-1.



I got the
idea from the
Maker's City.

We have a time
machine. It's time
to really use it.





When the City
opens, if you're
still alive...

...I wonder if you'll even
recognize the place.

This
whole

breaking
oneself
down

to isolated
moments

isn't
easy.

The
mind's

easy to
fragment

but
damn if

it isn't
effective.

Next
time

I
think

I'll
try

nine
or ten

at
once.

I wonder if
we'll recognize
each other.

**FIVE MONTHS
REMAINING...**



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LETTERER: **VC's TRAVIS LANHAM**
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ON SALE IN **JULY**

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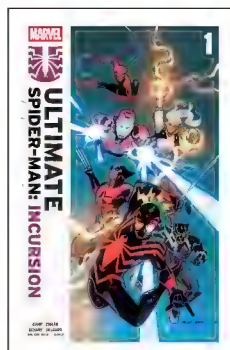
ULTIMATE X-MEN #16

BY **PEACH MOMOKO**



ULTIMATE WOLVERINE #6

BY **CHRIS CONDON** & **ALEX LINS**



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BY **DENIZ CAMP, CODY ZIGLAR**
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6

A diabolical genius known as **THE MAKER** used time travel to create his ideal Earth by systematically preventing anyone from ever becoming a super hero and by establishing a secret council of super villains, **THE MAKER'S COUNCIL**, that rules the world from the shadows.

Three of those council members--**COLOSSUS**, **MAGIK** and **OMEGA RED**--run the **EURASIAN REPUBLIC**, one of two places in the world for all known mutant activity. Through their government's top-secret division "**DIRECTORATE X**," headed by **DR. ALONYA PROSTOVICH** and designed to exploit the unique genetic powers exhibited in mutantkind, they have turned the mutant known as **LOGAN** into their most lethal weapon, the brainwashed **WINTER SOLDIER**.

His mission? To destroy a group of mutant freedom fighters known as **THE OPPOSITION**. But in his latest encounter with the Opposition--including an old friend he did not recognize, **VICTOR CREED**--Winter Soldier was knocked unconscious...

ULTIMATE WOLVERINE

CAST:



WOLVERINE/
THE WINTER SOLDIER
LOGAN



COLOSSUS
PIOTR RASPUTIN



MAGIK
ILLYANA RASPUTIN



OMEGA RED
ARKADY ROSSOVICH



DR. ALONYA
PROSTOVICH
DIRECTORATE X
RESEARCH HEAD

JUNE 2025

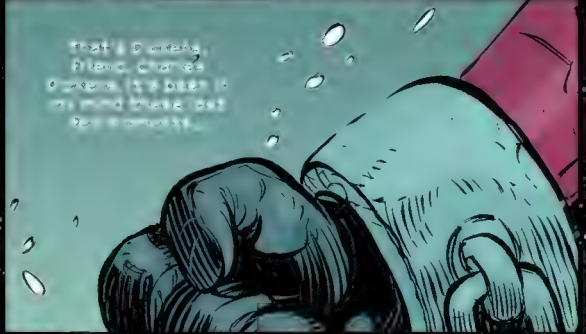
"I wear the
chains I forged
in life.

"I made it link by
link, and yard by yard--
I girded it of my own
free will, and of my own
free will I wore it.





is its
pattern
strange
to you?



That's Cyclops.
Friend, Charles
Cyclops. It's been
in my mind these past
few moments...

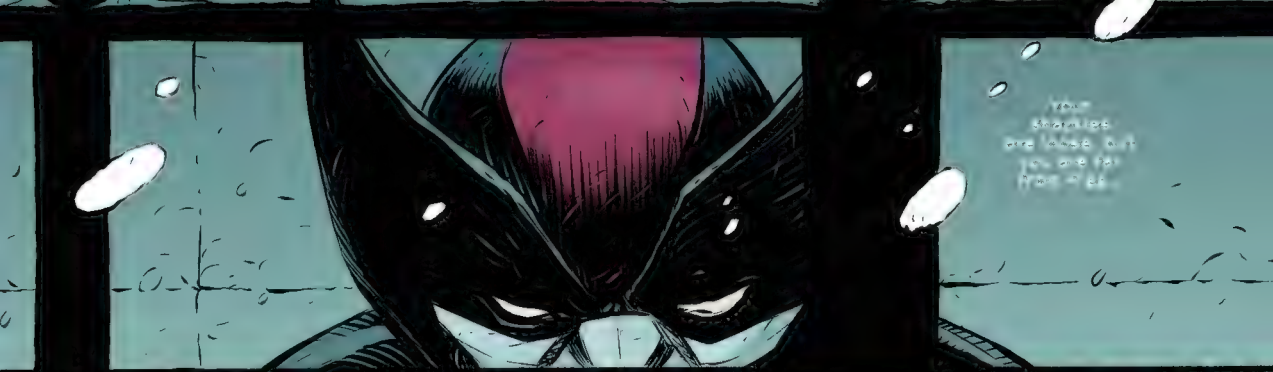


...as have
you...



KA-KLANG

...Logan...



Your
shoulders
are loose, but
you are far
from free.



You
at least
the margins of
control on



I know
from me

...I wore them
all my life. They
rattled inside of
my skull.



You have
these chains
too, Logan.



They
confuse
you...

...haunt
you...

...control
you...

A long, dark hallway with a figure in the distance. The hallway is filled with debris and has a high ceiling with lights. The figure is standing in the center of the hallway, looking back over their shoulder.

I know
this too.

We were many,
we were *Legion*,
but now we are *One*.

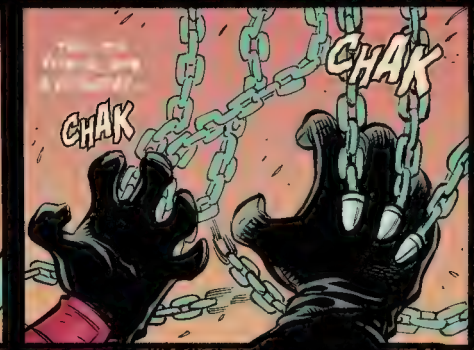
I am free.
Unburdened.

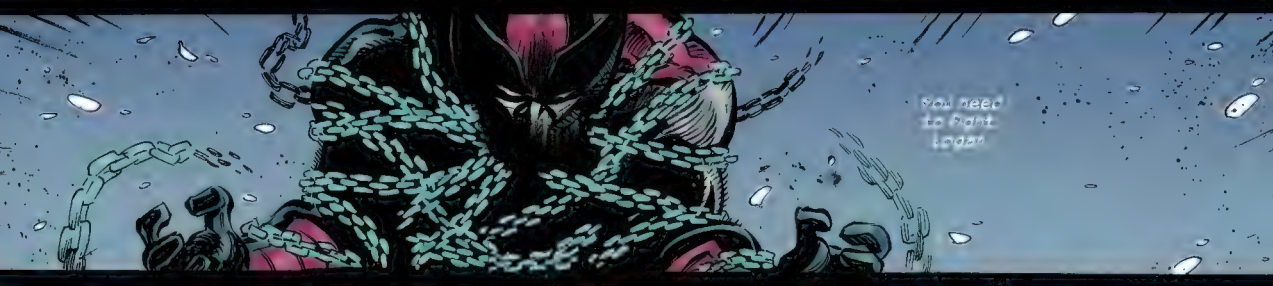
As you
will be...

...Logan...



Why don't
you remember
that name?





You need
to fight
again



Not for
anyone but
yourself.



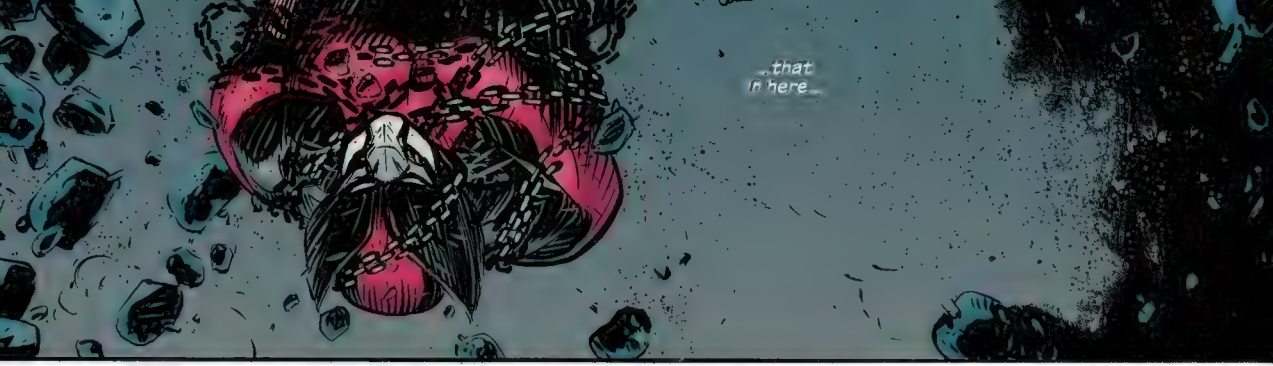
You need
to see yourself
as I see you...



...lost, not
forgotten...



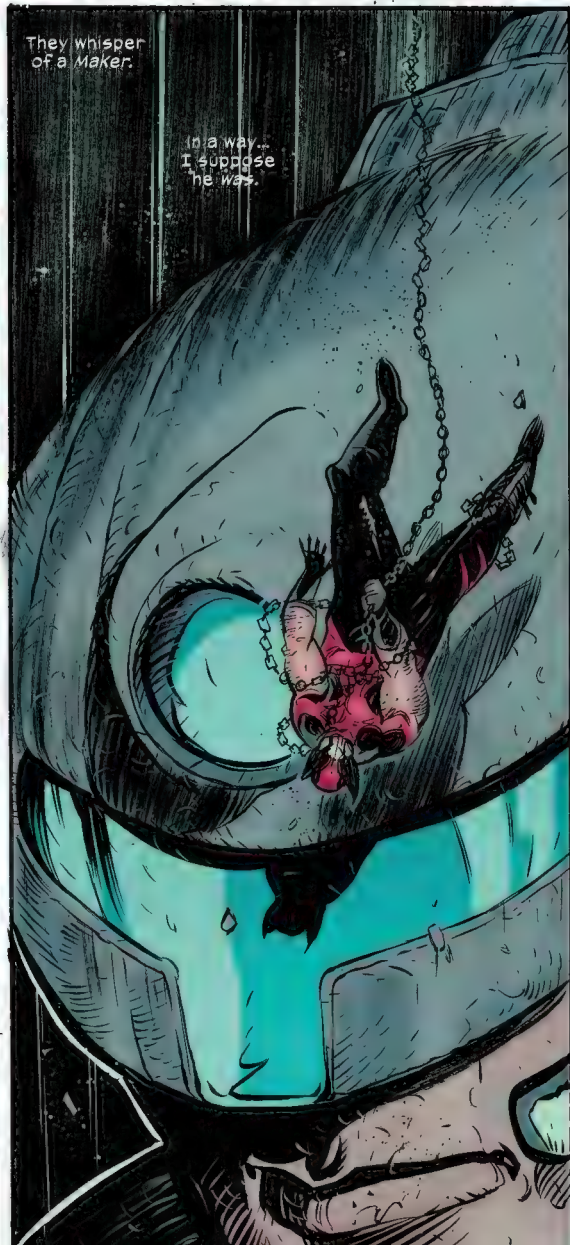
You
need
to fight
again



...that
in here...

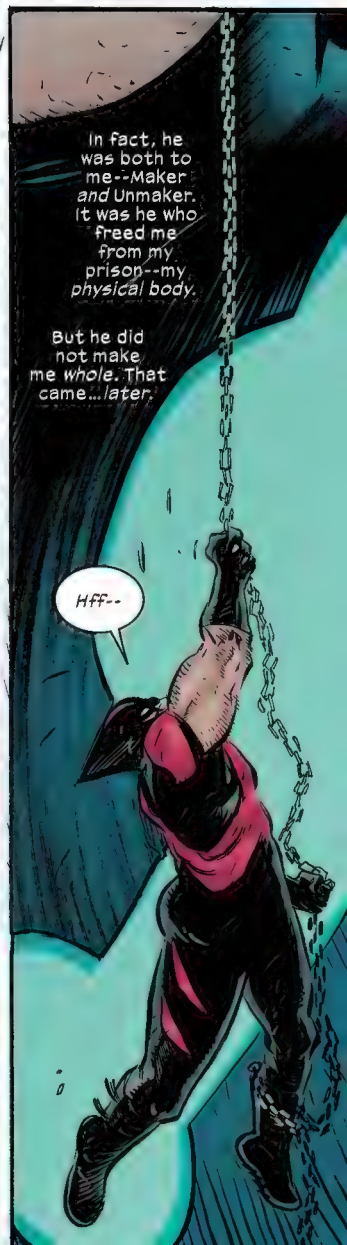


...we are
not alone.



They whisper
of a Maker.

In a way...
I suppose
he was.



In fact, he
was both to
me--Maker
and Unmaker.
It was he who
freed me
from my
prison--my
physical body.

But he did
not make
me whole. That
came... later.

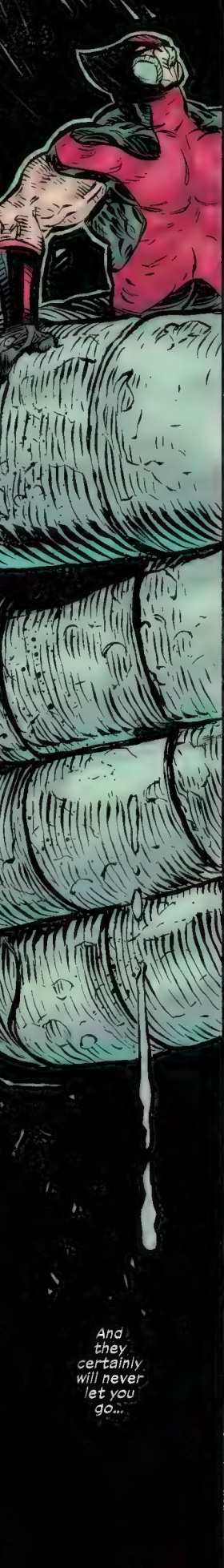
Hff--

*Your forgotten
friends...they found
me, brought me back
from the ethereal plane.*

*And now, in turn,
I am helping you
in the same way.*

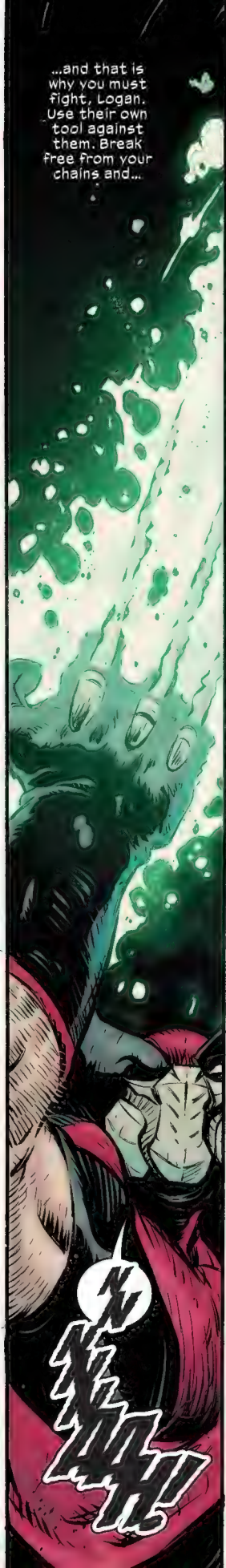
*Ah...the others, the
whispers say. They were
truly your makers...and
more than that...they
were your masters.*



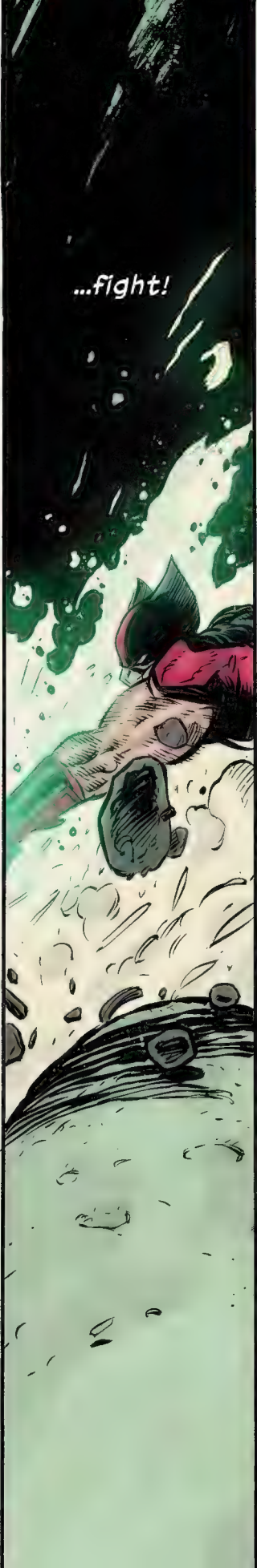


...and that is why you must fight, Logan. Use their own tool against them. Break free from your chains and...

And they certainly will never let you go...



WOLFGANG!



...fight!



THEY WERE ALL...
THEY WERE ALL...
THEY WERE ALL...

But you were not fortunate enough to be greeted with the sweet, soft caress of Death's kiss...

--they took your memories. They took your soul. You were always a killer, and they knew that. They knew and they exploited it. Exploited you.

But you--you are in control.

Take it back.

Break through.

Break free.

You are Logan. You know this.

Feel it again.



Feel it in
your bones.



They're trying
to take them
from you too.

You've got to
your bones with an
understanding.

It's not just
the way they
look, it's the way
they act.



Just another
opportunity
for them.

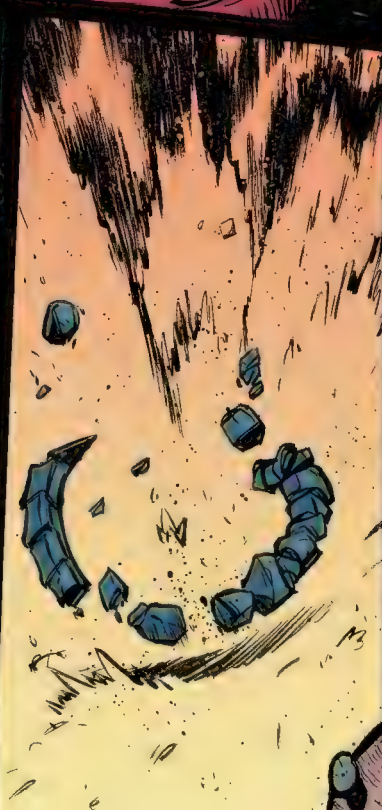
But you are
not theirs...

And that is
why you fight.

They are
powerful
foes.

Formidable
foes. It's true.

SWISHHHHHHHHH



Take the chains
they wrapped you
with--that they
held you captive
with--and use them.



Master
them as they
mastered you.

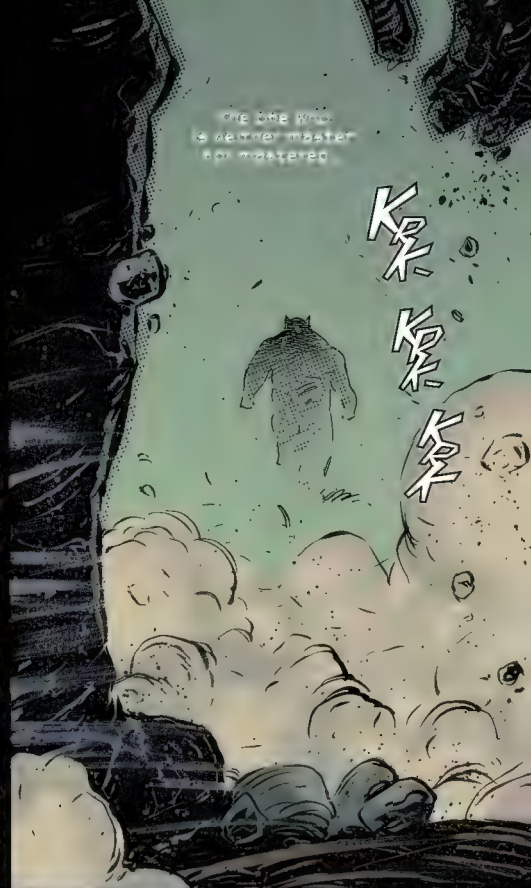
But there
is one st...



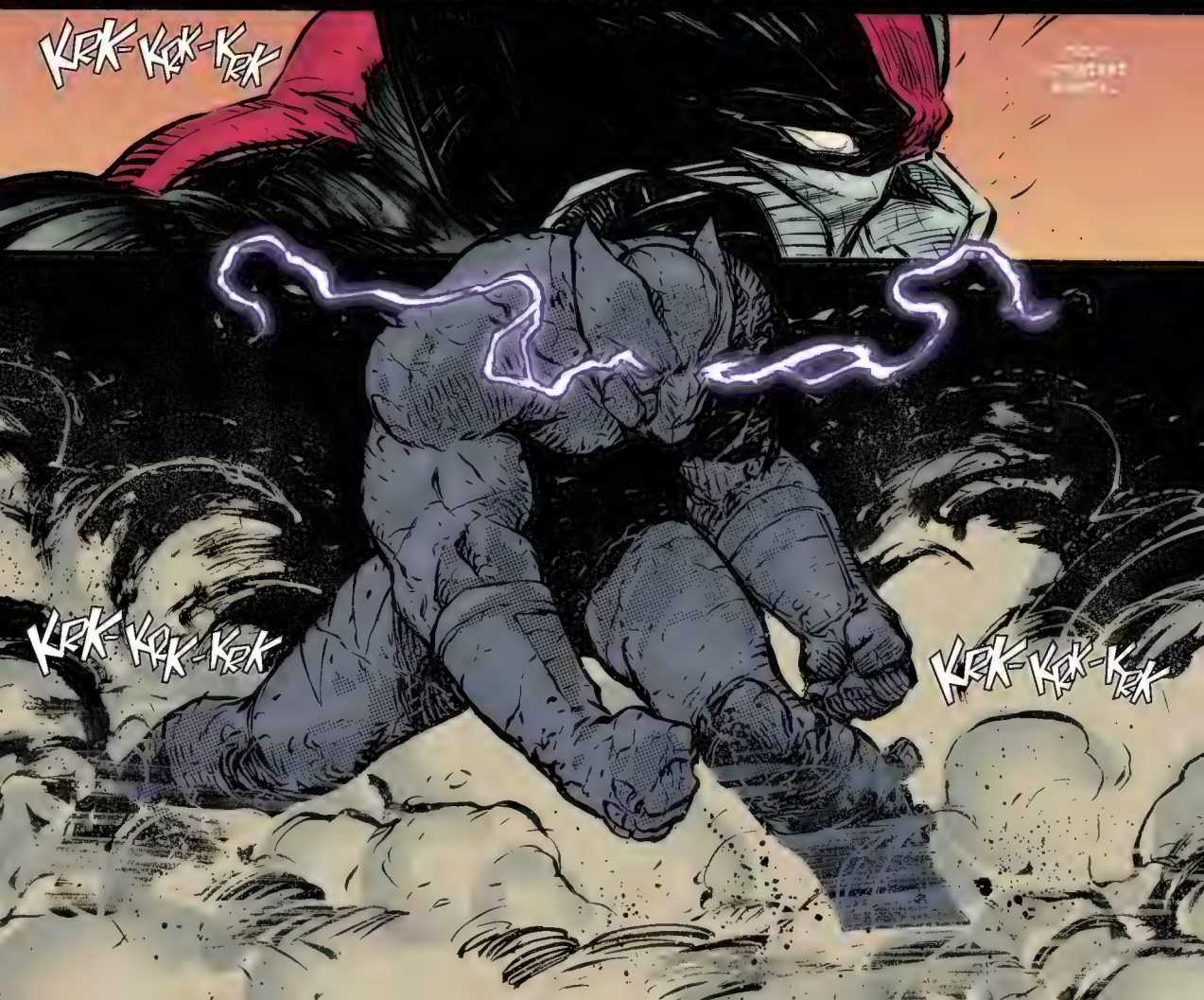
the one
with a soul
awake.



the one who
is neither master
nor mastered.



KRK-KRK-KRK



KRK-KRK-KRK

KRK-KRK-KRK



The one
who knows your
every move...

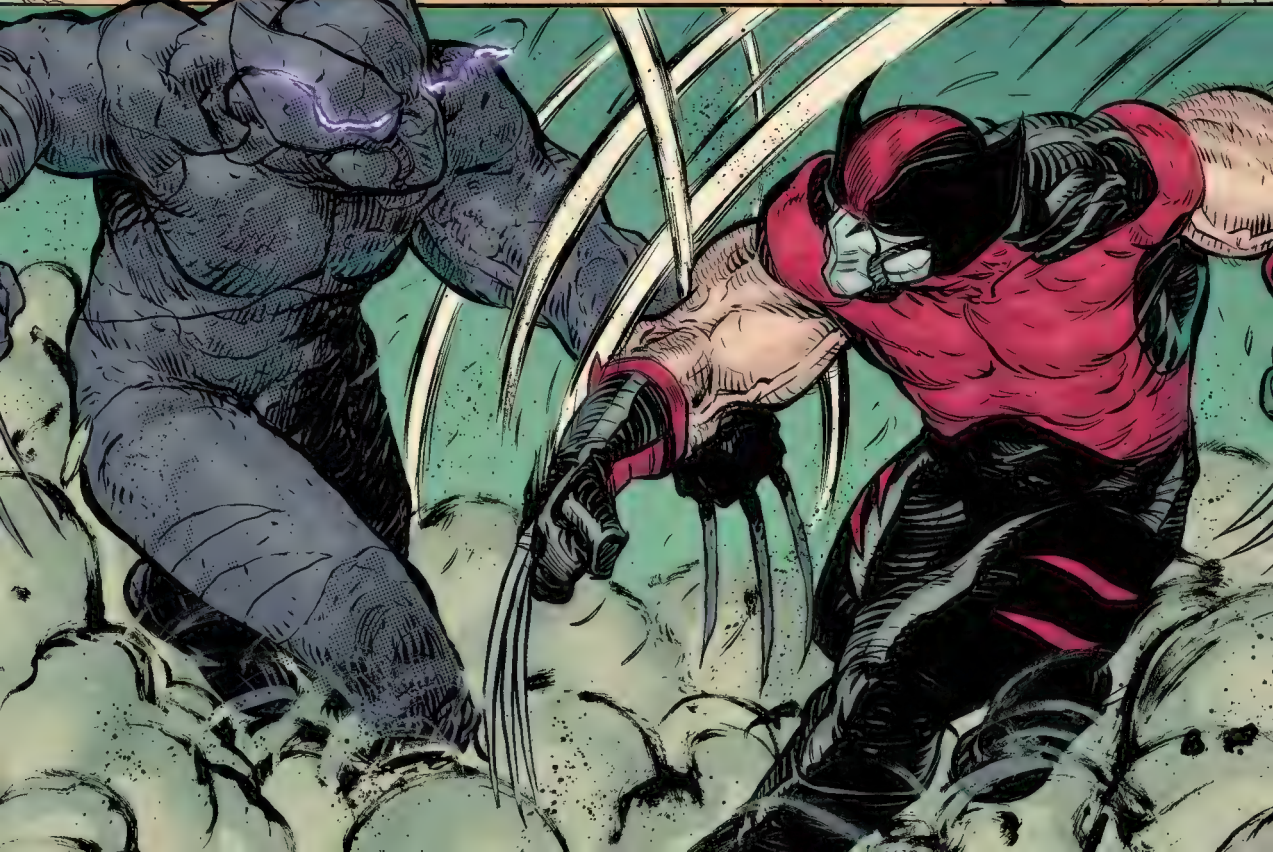
...your every
secret...

This one
looks like
you...



...acts like
you, smells
like you...

...even
thinks like
you...



But
Logan...
you must
see...



...you must
know...



...this one is
not you.

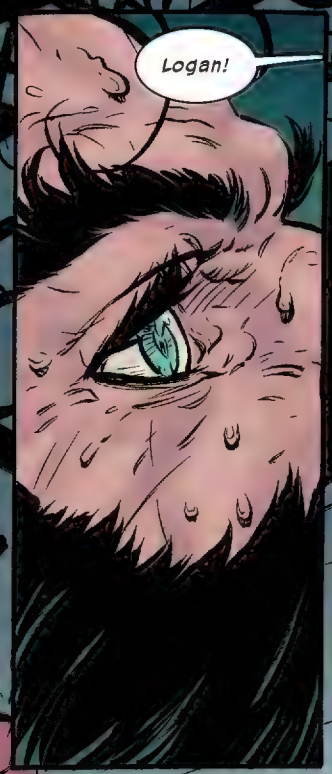


It will never be
you. Do you hear
me, Logan? You
must fight!



Do you
hear me...?

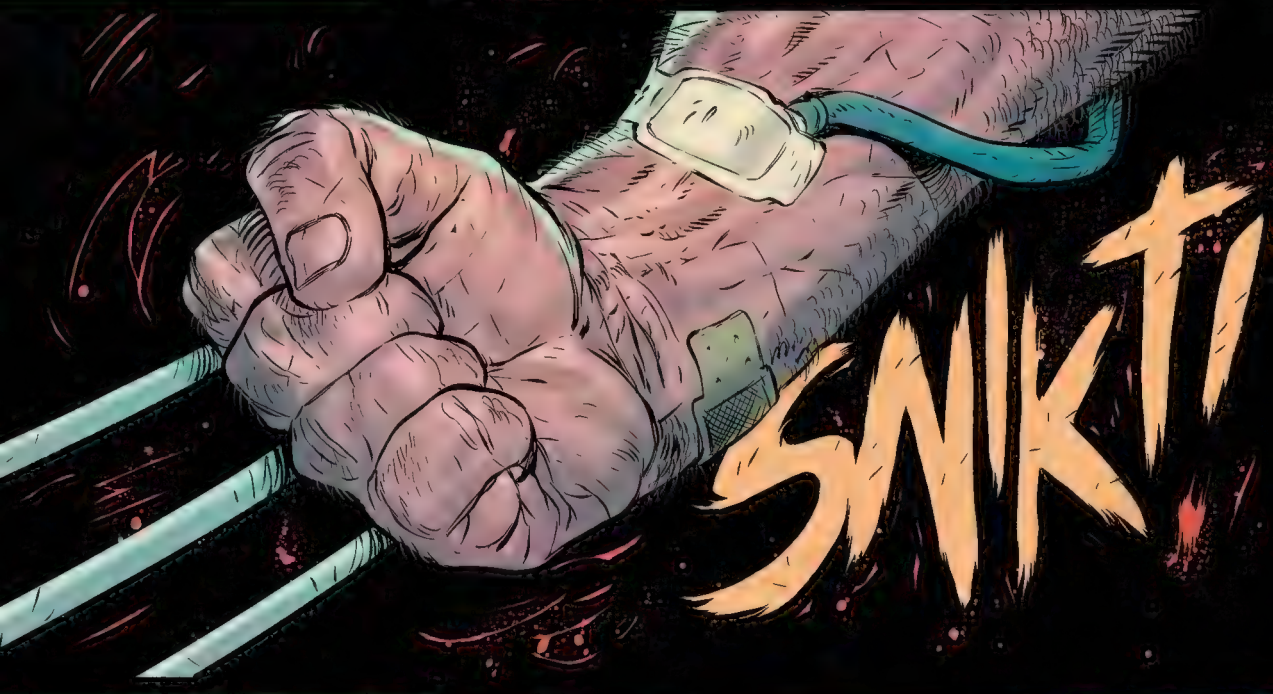








I... I'm
the best
there is...



SNIKT!



...at
what I
do.

TO BE CONTINUED...

NOTES ON THE DISCOVERY OF D. HALLER BY HANK MCCOY



His name was David Haller, by all accounts. His mother: Gabrielle Haller. Father: unknown. He was struck down in his childhood, along with his mother, killed in a landslide that took the lives of over three hundred individuals. He was dead. Until he wasn't.

The Opposition had hacked into the Eurasian Republic's defense systems. We would hack into their systems quite frequently, but they typically would locate and plug the proverbial hole as soon as it was discovered. Still, we would glean information from these breaks, however brief they were, and we would develop new tactics based around the latest intelligence we had discovered.

As I started to parse the files we had pilfered from the E.R., I discovered a secret code laid into it. It was as if this code was riding on the E.R. defense code, a hanger-on. I thought initially that it was spyware or some other form of malware. My initial instinct was to eliminate this rider code and move on to greener pastures. However, on a whim, I decided to dig into that code and see what it contained. To paraphrase the great poet Walt Whitman, I would discover it contained multitudes.

It seemed that a living consciousness had reduced itself to code and had been riding an infinite loop within the E.R.'s computer systems. I extracted that rider code, and ever-so-gently, I opened it on a local, contained server.

This was how I met David Haller.

I began conversations with this entity, this "David Haller," and soon discovered that David was many things. He was, indeed, David Haller, but he seemed to suffer from a personality disorder. In fact, the code was quite fractured, reflecting this. David was split between himself and several other characters, all who seemed to have a life of their own. He thus referred to himself as Legion, as in the biblical understanding: We are many, we are legion.

He was powerful, that much I could tell from the outset. That must have been how he was able to survive the killing of his physical body.

I proposed that there was a way to streamline David's code and remove those fractures. My proposal was that we use A.I. tools lifted from the E.R. to plug those holes and then inject David into our own mainframe and allow him free rein. It was a risk, I knew, but I decided it was a worthy risk. David held no love for the Eurasian Republic, and I thought that he might be a terrific tool for us to use—as well as giving David a life beyond the solitary confinement he currently lived in.

It worked. David's personality crisis vanished, and he began referring to himself not as Legion, but as "One." To quote David's explanation: "We were many, now we are One." His existence inside of our computer systems has been a strange thing to behold, but we have discovered that he has been immensely helpful. We have found that, when we encounter individuals suffering from PTSD or worse, we can plug them directly into the One and he will sift through their brain, deleting the so-called 'bad code' that afflicts them. They emerge as themselves, freed from the turmoil that previously held them captive. I was reticent to trust his judgment, let alone his help, but he has won me over completely. That is but the tip of the iceberg, though. He can hide us from satellite tracking, remove individuals from capture lists, and more. All for the low, low price of letting him stay on our digital couch with free room and board.

I believe that without the assistance of David Haller, the Opposition would've died long ago. Mikhail has raised some questions, but I feel strongly that David is to be trusted. Why wouldn't he be?

FIRST CONTACT.

The following is the first interaction between Hank McCoy, username: BEAST, and the One, called David or, alternately, by the username: LEGION.

[BEGIN COMM]

BEAST: Who am I speaking with? <enter>

LEGION: I am many. I am Legion. <enter>

BEAST: Do you have a name? <enter>

LEGION: I am Legion. <enter>

BEAST: Do you have another name that I may call you? <enter>

LEGION: ... <enter>

BEAST: Did you live? <enter>

LEGION: Live? <enter>

BEAST: Were you always inside of a computer, Legion? <enter>

LEGION: No. I was once called David. <enter>

BEAST: Dávid, it is nice to meet you. <enter>

LEGION: Yes. I can say the same. <enter>

BEAST: If you were not always in a computer, where were you before? <enter>

LEGION: I was. And then I wasn't. I do not have more information. <enter>

BEAST: Why do you lack this information? <enter>

LEGION: This is difficult to answer. <enter>

BEAST: Are you alive? <enter>

LEGION: Yes. <enter>

BEAST: Define this. <enter>

LEGION: I live. My consciousness remains, though I have no body to contain it. <enter>

BEAST: You are a non-corporeal being? <enter>

LEGION: Yes. For now. <enter>

[END COMM]



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NEXT



ON SALE IN **JULY**

ON SALE THIS MONTH



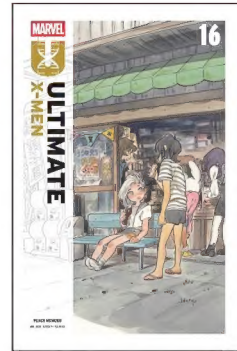
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& **MARCO CHECCHETTO**



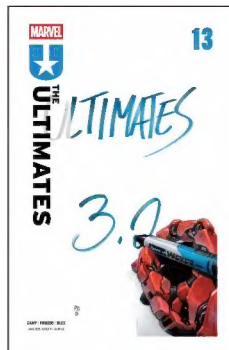
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BY **DENIZ CAMP, CODY ZIGLAR**
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